



ANNUAL STATEMENT  
FOR THE YEAR ENDING DECEMBER 31, 2018  
OF THE CONDITION AND AFFAIRS OF THE

Upper Peninsula Health Plan, LLC

(Name)

NAIC Group Code 04734 (Current Period) , 00000 (Prior Period) NAIC Company Code 52615 Employer's ID Number 46-0927995

Organized under the Laws of Michigan , State of Domicile or Port of Entry Michigan

Country of Domicile United States

Licensed as business type: Life, Accident & Health [ ] Property/Casualty [ ] Hospital, Medical & Dental Service or Indemnity [ ]  
Dental Service Corporation [ ] Vision Service Corporation [ ] Health Maintenance Organization [ X ]  
Other [ ] Is HMO, Federally Qualified? Yes [ ] No [ X ]

Incorporated/Organized 10/23/1997 Commenced Business 08/01/1998

Statutory Home Office 853 W. Washington St. (Street and Number) , Marquette, MI, US 49855 (City or Town, State, Country and Zip Code)

Main Administrative Office 853 W. Washington St. (Street and Number)

Marquette, MI, US 49855 (City or Town, State, Country and Zip Code) 906-225-7500 (Area Code) (Telephone Number)

Mail Address 853 W. Washington St. (Street and Number or P.O. Box) , Marquette, MI, US 49855 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 853 W. Washington St. (Street and Number)

Marquette, MI, US 49855 (City or Town, State, Country and Zip Code) 906-225-7500 (Area Code) (Telephone Number) (Extension)

Internet Web Site Address uphp.com

Statutory Statement Contact Leslie Ellen Luke (Name) , 906-227-5696 (Area Code) (Telephone Number) (Extension)

lluke@uphp.com (E-Mail Address) 906-225-8757 (Fax Number)

OFFICERS

Name	Title	Name	Title
Melissa Ann Holmquist	President	Leslie Ellen Luke	Treasurer
Johanna Marie Novak	Secretary	Melanie Lyn Bicigo #	Chief Operating Officer

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Michelle Marie Tavernier	David Barry Jahn	John Joseph Schon	Donald Michael Pawelski
Robert Conrad Deese		Robert Vincent Vairo	Scott Frederick Pillion
Brian Robert Sinotte			

State of Michigan.....

County of Marquette.....

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The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions* and *Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Melissa Ann Holmquist  
President

Leslie Ellen Luke  
Treasurer

Johanna Marie Novak  
Secretary

Subscribed and sworn to before me this  
25th day of February, 2019

- a. Is this an original filing? Yes [ X ] No [ ]  
b. If no:  
1. State the amendment number  
2. Date filed  
3. Number of pages attached

Tanya M. Jennings, Director of Human Resources  
October 11, 2019

ASSETS

	Current Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Net Admitted Assets
1. Bonds (Schedule D).....	21,647,349		21,647,349	19,198,351
2. Stocks (Schedule D):				
2.1 Preferred stocks .....	0		0	0
2.2 Common stocks .....	0		0	0
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ ..... encumbrances).....	11,694,467		11,694,467	12,047,264
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ .....10,670,154 , Schedule E-Part 1), cash equivalents (\$ .....16,177,172 , Schedule E-Part 2) and short-term investments (\$ .....13,456,372 , Schedule DA).....	40,303,698		40,303,698	51,377,462
6. Contract loans (including \$ ..... premium notes).....			0	0
7. Derivatives (Schedule DB).....	0		0	0
8. Other invested assets (Schedule BA) .....	0		0	0
9. Receivables for securities .....	1,122		1,122	0
10. Securities lending reinvested collateral assets (Schedule DL).....			0	0
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	73,646,636	0	73,646,636	82,623,077
13. Title plants less \$ ..... charged off (for Title insurers only).....			0	0
14. Investment income due and accrued .....	207,661		207,661	155,200
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	19,546,684		19,546,684	10,026,054
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums).....			0	0
15.3 Accrued retrospective premiums (\$ .....3,692,426 ) and contracts subject to redetermination (\$ ..... ) .....	3,692,426		3,692,426	775,000
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....			0	0
16.2 Funds held by or deposited with reinsured companies .....			0	0
16.3 Other amounts receivable under reinsurance contracts .....			0	0
17. Amounts receivable relating to uninsured plans .....	175,096		175,096	408,000
18.1 Current federal and foreign income tax recoverable and interest thereon .....			0	0
18.2 Net deferred tax asset.....			0	0
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software.....	348,813	26,022	322,791	360,800
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	478,803	478,803	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....		0	0	0
23. Receivables from parent, subsidiaries and affiliates .....			0	0
24. Health care (\$ ..... ) and other amounts receivable.....	2,709,854	2,709,854	0	116,364
25. Aggregate write-ins for other-than-invested assets .....	609,515	609,515	0	7,763
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	101,415,488	3,824,194	97,591,294	94,472,258
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	0
28. Total (Lines 26 and 27)	101,415,488	3,824,194	97,591,294	94,472,258
DETAILS OF WRITE-INS				
1101. ....			0	0
1102. ....			0	0
1103. ....			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above) .....	0	0	0	0
2501. Prepays.....	548,229	548,229	0	0
2502. Vehicles.....	56,365	56,365	0	0
2503. Other Receivables.....	4,921	4,921	0	7,763
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	609,515	609,515	0	7,763

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ .....1,084,357 reinsurance ceded)	.....23,413,941		.....23,413,941	.....35,719,043
2. Accrued medical incentive pool and bonus amounts .....			.....0	.....0
3. Unpaid claims adjustment expenses .....	.....219,000		.....219,000	.....223,000
4. Aggregate health policy reserves, including the liability of \$ ..... for medical loss ratio rebate per the Public Health Service Act.....			.....0	.....0
5. Aggregate life policy reserves .....			.....0	.....0
6. Property/casualty unearned premium reserves .....			.....0	.....0
7. Aggregate health claim reserves.....			.....0	.....0
8. Premiums received in advance .....	.....5,641		.....5,641	.....0
9. General expenses due or accrued .....	.....1,297,503		.....1,297,503	.....2,081,390
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized capital gains (losses)).....			.....0	.....0
10.2 Net deferred tax liability .....			.....0	.....0
11. Ceded reinsurance premiums payable .....			.....0	.....0
12. Amounts withheld or retained for the account of others .....	.....452,686		.....452,686	.....0
13. Remittances and items not allocated .....			.....0	.....0
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....			.....0	.....0
15. Amounts due to parent, subsidiaries and affiliates .....	.....68,628		.....68,628	.....0
16. Derivatives.....		.....0	.....0	.....0
17. Payable for securities .....			.....0	.....0
18. Payable for securities lending .....			.....0	.....0
19. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers, \$ ..... unauthorized reinsurers and \$ ..... certified reinsurers).....			.....0	.....0
20. Reinsurance in unauthorized and certified (\$ .....) companies.....			.....0	.....0
21. Net adjustments in assets and liabilities due to foreign exchange rates .....			.....0	.....0
22. Liability for amounts held under uninsured plans .....	.....16,392,964		.....16,392,964	.....1,297,000
23. Aggregate write-ins for other liabilities (including \$ ..... current) .....	.....0	.....0	.....0	.....0
24. Total liabilities (Lines 1 to 23).....	.....41,850,363	.....0	.....41,850,363	.....39,320,433
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	.....0	.....4,252,910
26. Common capital stock .....	XXX	XXX		.....0
27. Preferred capital stock .....	XXX	XXX		.....0
28. Gross paid in and contributed surplus .....	XXX	XXX	.....(6,197,294)	.....3,582,870
29. Surplus notes .....	XXX	XXX		.....0
30. Aggregate write-ins for other-than-special surplus funds .....	XXX	XXX	.....0	.....0
31. Unassigned funds (surplus) .....	XXX	XXX	.....61,938,225	.....47,316,045
32. Less treasury stock, at cost: 32.1 .....shares common (value included in Line 26 \$ ..... ) .....	XXX	XXX		.....0
32.2 .....shares preferred (value included in Line 27 \$ ..... ) .....	XXX	XXX		.....0
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	.....55,740,931	.....55,151,825
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	.....97,591,294	.....94,472,258
DETAILS OF WRITE-INS				
2301. ....			.....0	.....0
2302. ....			.....0	.....0
2303. ....			.....0	.....0
2398. Summary of remaining write-ins for Line 23 from overflow page .....	.....0	.....0	.....0	.....0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	.....0	.....0	.....0	.....0
2501. ACA Tax.....	XXX	XXX		.....4,252,910
2502. ....	XXX	XXX		.....0
2503. ....	XXX	XXX		.....0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	XXX	XXX	.....0	.....0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	.....0	.....4,252,910
3001. ....	XXX	XXX		.....0
3002. ....	XXX	XXX		.....0
3003. ....	XXX	XXX		.....0
3098. Summary of remaining write-ins for Line 30 from overflow page .....	XXX	XXX	.....0	.....0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	.....0	.....0

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	590,677	588,689
2. Net premium income (including \$ .....0 non-health premium income).....	XXX	250,893,320	292,623,162
3. Change in unearned premium reserves and reserve for rate credits .....	XXX		0
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX		0
5. Risk revenue .....	XXX		0
6. Aggregate write-ins for other health care related revenues .....	XXX	3,459,575	86,094
7. Aggregate write-ins for other non-health revenues .....	XXX	39,889	89,354
8. Total revenues (Lines 2 to 7) .....	XXX	254,392,784	292,798,610
<b>Hospital and Medical:</b>			
9. Hospital/medical benefits .....		159,954,932	197,553,922
10. Other professional services .....		21,590,523	21,433,118
11. Outside referrals .....			0
12. Emergency room and out-of-area .....		1,664,172	8,662,754
13. Prescription drugs .....		40,329,424	36,225,684
14. Aggregate write-ins for other hospital and medical.....	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0
16. Subtotal (Lines 9 to 15) .....	0	223,539,051	263,875,478
<b>Less:</b>			
17. Net reinsurance recoveries .....		1,090,346	338,381
18. Total hospital and medical (Lines 16 minus 17) .....	0	222,448,705	263,537,097
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ .....3,040,119 cost containment expenses.....		5,390,585	1,626,829
21. General administrative expenses.....		17,002,586	16,517,675
22. Increase in reserves for life and accident and health contracts (including \$ ..... increase in reserves for life only).....		0	0
23. Total underwriting deductions (Lines 18 through 22) .....	0	244,841,876	281,681,601
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	9,550,908	11,117,009
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....		1,317,224	842,950
26. Net realized capital gains (losses) less capital gains tax of \$ .....			0
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	1,317,224	842,950
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )] .....		0	0
29. Aggregate write-ins for other income or expenses .....	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX	10,868,132	11,959,959
31. Federal and foreign income taxes incurred .....	XXX		0
32. Net income (loss) (Lines 30 minus 31) .....	XXX	10,868,132	11,959,959
<b>DETAILS OF WRITE-INS</b>			
0601. Miscellaneous Revenue.....	XXX	3,459,575	86,094
0602. ....	XXX		
0603. ....	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	XXX	3,459,575	86,094
0701. Gain/Loss on Asset Disposal.....	XXX	(52,301)	(577)
0702. Tiff Revenue.....	XXX	92,190	89,931
0703. ....	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	XXX	39,889	89,354
1401. ....			0
1402. ....			0
1403. ....			0
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) .....	0	0	0
2901. ....			0
2902. ....			0
2903. ....			0
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year	2 Prior Year
CAPITAL & SURPLUS ACCOUNT		
33. Capital and surplus prior reporting year .....	55,151,825	44,684,997
34. Net income or (loss) from Line 32 .....	10,868,132	11,959,959
35. Change in valuation basis of aggregate policy and claim reserves .....		0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....		0
37. Change in net unrealized foreign exchange capital gain or (loss) .....		0
38. Change in net deferred income tax .....		0
39. Change in nonadmitted assets .....	(498,862)	(1,493,131)
40. Change in unauthorized and certified reinsurance .....	0	0
41. Change in treasury stock .....	0	0
42. Change in surplus notes .....	0	0
43. Cumulative effect of changes in accounting principles .....		0
44. Capital Changes:		
44.1 Paid in .....	0	0
44.2 Transferred from surplus (Stock Dividend) .....		0
44.3 Transferred to surplus .....		0
45. Surplus adjustments:		
45.1 Paid in .....	(9,780,164)	0
45.2 Transferred to capital (Stock Dividend) .....	0	0
45.3 Transferred from capital .....		0
46. Dividends to stockholders .....		0
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0
48. Net change in capital and surplus (Lines 34 to 47) .....	589,106	10,466,828
49. Capital and surplus end of reporting year (Line 33 plus 48)	55,740,931	55,151,825
DETAILS OF WRITE-INS		
4701. ....	0	
4702. ....	0	
4703. ....		0
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0

CASH FLOW

Cash from Operations	1	2
	Current Year	Prior Year
1. Premiums collected net of reinsurance	238,460,905	292,268,236
2. Net investment income	1,671,404	1,196,151
3. Miscellaneous income	3,499,464	175,448
4. Total (Lines 1 through 3)	243,631,773	293,639,835
5. Benefit and loss related payments	234,753,807	262,539,306
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0
7. Commissions, expenses paid and aggregate write-ins for deductions	7,852,190	17,517,441
8. Dividends paid to policyholders		0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	0	0
10. Total (Lines 5 through 9)	242,605,997	280,056,747
11. Net cash from operations (Line 4 minus Line 10)	1,025,776	13,583,088
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	5,182,000	5,403,000
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	5,182,000	5,403,000
13. Cost of investments acquired (long-term only):		
13.1 Bonds	7,662,848	11,568,740
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	21,993	9,281
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	1,123	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	7,685,964	11,578,021
14. Net increase (decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(2,503,964)	(6,175,021)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock	(9,780,164)	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied)	184,588	(1,567,343)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(9,595,576)	(1,567,343)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(11,073,764)	5,840,724
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	51,377,462	45,536,738
19.2 End of year (Line 18 plus Line 19.1)	40,303,698	51,377,462

ANNUAL STATEMENT FOR THE YEAR 2018 OF THE Upper Peninsula Health Plan, LLC

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income .....	250,893,320	0	0	0	0	0	98,736,856	152,156,464	0	0
2. Change in unearned premium reserves and reserve for rate credit .....	0									
3. Fee-for-service (net of \$ ..... medical expenses) .....	0									XXX
4. Risk revenue.....	0									XXX
5. Aggregate write-ins for other health care related revenues.....	3,459,575	0	0	0	0	0	683,680	2,775,895	0	XXX
6. Aggregate write-ins for other non-health care related revenues .....	39,889	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	39,889
7. Total revenues (Lines 1 to 6) .....	254,392,784	0	0	0	0	0	99,420,536	154,932,359	0	39,889
8. Hospital/medical benefits .....	159,954,932						81,326,516	78,628,416		XXX
9. Other professional services .....	21,590,523						9,549,751	12,040,772		XXX
10. Outside referrals .....	0									XXX
11. Emergency room and out-of-area .....	1,664,172						358,205	1,305,967		XXX
12. Prescription drugs .....	40,329,424						9,031,207	31,298,217		XXX
13. Aggregate write-ins for other hospital and medical.....	0	0	0	0	0	0	0	0	0	XXX
14. Incentive pool, withhold adjustments and bonus amounts.....	0									XXX
15. Subtotal (Lines 8 to 14) .....	223,539,051	0	0	0	0	0	100,265,679	123,273,372	0	XXX
16. Net reinsurance recoveries .....	1,090,346						540,917	549,429		XXX
17. Total hospital and medical (Lines 15 minus 16) .....	222,448,705	0	0	0	0	0	99,724,762	122,723,943	0	XXX
18. Non-health claims (net) .....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
19. Claims adjustment expenses including \$ ..... cost containment expenses.....	5,390,585						2,121,418	3,269,167		
20. General administrative expenses .....	17,002,586						8,138,533	9,889,864	(1,025,811)	
21. Increase in reserves for accident and health contracts .....	0									XXX
22. Increase in reserves for life contracts.....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22) .....	244,841,876	0	0	0	0	0	109,984,713	135,882,974	(1,025,811)	0
24. Net underwriting gain or (loss) (Line 7 minus Line 23) .....	9,550,908	0	0	0	0	0	(10,564,177)	19,049,385	1,025,811	39,889
DETAILS OF WRITE-INS										
0501. Other Health care related revenue.....	3,459,575						683,680	2,775,895		XXX
0502. ....	0									XXX
0503. ....										XXX
0598. Summary of remaining write-ins for Line 5 from overflow page.....	0	0	0	0	0	0	0	0	0	XXX
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above) .....	3,459,575	0	0	0	0	0	683,680	2,775,895	0	XXX
0601. Other Non-Health Revenue.....	39,889	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	39,889
0602. ....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603. ....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page.....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	39,889	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	39,889
1301. ....										XXX
1302. ....										XXX
1303. ....										XXX
1398. Summary of remaining write-ins for Line 13 from overflow page .....	0	0	0	0	0	0	0	0	0	XXX
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above) .....	0	0	0	0	0	0	0	0	0	XXX

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 1 - PREMIUMS

	1	2	3	4
Line of Business	Direct Business	Reinsurance Assumed	Reinsurance Ceded	Net Premium Income (Cols. 1+2-3)
1. Comprehensive (hospital and medical) .....				.0
2. Medicare Supplement .....				.0
3. Dental only.....				.0
4. Vision only.....				.0
5. Federal Employees Health Benefits Plan .....				.0
6. Title XVIII - Medicare .....	98,787,082		50,226	98,736,856
7. Title XIX - Medicaid.....	152,608,314		451,850	152,156,464
8. Other health.....				.0
9. Health subtotal (Lines 1 through 8) .....	251,395,396	0	502,076	250,893,320
10. Life .....				.0
11. Property/casualty.....				.0
12. Totals (Lines 9 to 11)	251,395,396	0	502,076	250,893,320



ANNUAL STATEMENT FOR THE YEAR 2018 OF THE Upper Peninsula Health Plan, LLC

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 – CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non- Health
1. Payments during the year:										
1.1 Direct .....	236,056,403						99,557,528	136,498,875		
1.2 Reinsurance assumed .....	0									
1.3 Reinsurance ceded .....	344,371							344,371		
1.4 Net .....	235,712,032	0	0	0	0	0	99,557,528	136,154,504	0	0
2. Paid medical incentive pools and bonuses .....	0									
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct .....	24,498,298	0	0	0	0	0	12,019,152	12,479,146	0	0
3.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded .....	1,084,357	0	0	0	0	0	540,918	543,439	0	0
3.4 Net .....	23,413,941	0	0	0	0	0	11,478,234	11,935,707	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct .....	0									
4.2 Reinsurance assumed .....	0									
4.3 Reinsurance ceded .....	0	0	0	0	0	0	0	0	0	
4.4 Net .....	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year .....	0									
6. Net healthcare receivables (a).....	958,226							958,226		
7. Amounts recoverable from reinsurers December 31, current year .....	0									
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct .....	36,057,424	0	0	0	0	0	11,311,000	24,746,424	0	0
8.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded .....	338,381	0	0	0	0	0	0	338,381	0	0
8.4 Net .....	35,719,043	0	0	0	0	0	11,311,000	24,408,043	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct .....	0	0	0	0	0	0	0	0	0	0
9.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
9.3 Reinsurance ceded .....	0	0	0	0	0	0	0	0	0	0
9.4 Net .....	0	0	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year .....	0	0	0	0	0	0	0	0	0	0
11. Amounts recoverable from reinsurers December 31, prior year .....	0	0	0	0	0	0	0	0	0	0
12. Incurred benefits:										
12.1 Direct .....	223,539,051	0	0	0	0	0	100,265,680	123,273,371	0	0
12.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded .....	1,090,347	0	0	0	0	0	540,918	549,429	0	0
12.4 Net .....	222,448,704	0	0	0	0	0	99,724,762	122,723,942	0	0
13. Incurred medical incentive pools and bonuses .....	0	0	0	0	0	0	0	0	0	0

(a) Excludes \$ ..... loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital and Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1. Direct .....	5,871,678						2,002,479	3,869,199		
1.2. Reinsurance assumed .....	0									
1.3. Reinsurance ceded .....	0							0		
1.4. Net .....	5,871,678	0	0	0	0	0	2,002,479	3,869,199	0	0
2. Incurred but Unreported:										
2.1. Direct .....	18,532,888						10,016,673	8,516,215		
2.2. Reinsurance assumed .....	0									
2.3. Reinsurance ceded .....	1,084,357						540,918	543,439		
2.4. Net .....	17,448,531	0	0	0	0	0	9,475,755	7,972,776	0	0
3. Amounts Withheld from Paid Claims and Capitations:										
3.1. Direct .....	93,732							93,732		
3.2. Reinsurance assumed .....	0									
3.3. Reinsurance ceded .....	0									
3.4. Net .....	93,732	0	0	0	0	0	0	93,732	0	0
4. TOTALS:										
4.1. Direct .....	24,498,298	0	0	0	0	0	12,019,152	12,479,146	0	0
4.2. Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
4.3. Reinsurance ceded .....	1,084,357	0	0	0	0	0	540,918	543,439	0	0
4.4. Net .....	23,413,941	0	0	0	0	0	11,478,234	11,935,707	0	0

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5  Claims Incurred in Prior Years (Columns 1 + 3)	6  Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid December 31 of Prior Year	4  On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....					0	0
2. Medicare Supplement .....					0	0
3. Dental Only.....					0	0
4. Vision Only.....					0	0
5. Federal Employees Health Benefits Plan .....					0	0
6. Title XVIII - Medicare .....	9,346,618	90,210,910	45,000	11,433,234	9,391,618	11,311,000
7. Title XIX - Medicaid.....	10,060,576	126,438,299	(4,000)	11,939,707	10,056,576	24,408,044
8. Other health .....					0	0
9. Health subtotal (Lines 1 to 8).....	19,407,194	216,649,209	41,000	23,372,941	19,448,194	35,719,044
10. Healthcare receivables (a).....				2,709,854	0	1,751,628
11. Other non-health.....					0	0
12. Medical incentive pools and bonus amounts .....					0	0
13. Totals (Lines 9-10+11+12)	19,407,194	216,649,209	41,000	20,663,087	19,448,194	33,967,416

(a) Excludes \$ ..... loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(\$000 Omitted)

Section A – Paid Health Claims - Hospital and Medical

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2014	2 2015	3 2016	4 2017	5 2018
1. Prior .....	3,020	3,020	3,020	3,020	3,020
2. 2014 .....	1,089	1,201	1,201	1,201	1,201
3. 2015 .....	XXX	1,530	1,530	1,530	1,530
4. 2016 .....	XXX	XXX	.0	.0	.0
5. 2017 .....	XXX	XXX	XXX	.0	.0
6. 2018 .....	XXX	XXX	XXX	XXX	

Section B – Incurred Health Claims - Hospital and Medical

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2014	2 2015	3 2016	4 2017	5 2018
1. Prior .....	3,894	3,894	3,894	3,894	3,894
2. 2014 .....	1,220	1,332	1,332	1,332	1,332
3. 2015 .....	XXX	1,399	1,399	1,399	1,399
4. 2016 .....	XXX	XXX	.0	.0	.0
5. 2017 .....	XXX	XXX	XXX	.0	.0
6. 2018 .....	XXX	XXX	XXX	XXX	

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Hospital and Medical

Years in which Premiums were Earned and Claims were Incurred	1  Premiums Earned	2  Claims Payments	3  Claim Adjustment Expense Payments	4  (Col. 3/2) Percent	5  Claim and Claim Adjustment Expense Payments (Col. 2+3)	6  (Col. 5/1) Percent	7  Claims Unpaid	8  Unpaid Claims Adjustment Expenses	9  Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10  (Col. 9/1) Percent
1. 2014.....	1,844	1,201	14	1.2	1,215	65.9			1,215	65.9
2. 2015.....	2,418	1,530	13	.8	1,543	63.8			1,543	63.8
3. 2016.....	.0	.0		0.0	.0	0.0			.0	0.0
4. 2017.....	.0	.0		0.0	.0	0.0			.0	0.0
5. 2018 .....		0		0.0	0	0.0			0	0.0

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(\$000 Omitted)

Section A - Paid Health Claims - Medicare

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2014	2 2015	3 2016	4 2017	5 2018
1. Prior .....	10,643	10,643	9,643	9,643	9,643
2. 2014 .....	5,854	6,924	6,924	6,924	6,924
3. 2015 .....	XXX	26,223	32,845	32,845	32,845
4. 2016 .....	XXX	XXX	34,992	44,006	44,006
5. 2017 .....	XXX	XXX	XXX	78,618	87,965
6. 2018 .....	XXX	XXX	XXX	XXX	90,211

Section B - Incurred Health Claims - Medicare

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2014	2 2015	3 2016	4 2017	5 2018
1. Prior .....	8,024	8,024	8,024	8,024	8,024
2. 2014 .....	5,050	6,124	6,124	6,124	6,124
3. 2015 .....	XXX	31,052	37,682	37,682	37,682
4. 2016 .....	XXX	XXX	34,838	43,909	43,909
5. 2017 .....	XXX	XXX	XXX	84,367	93,759
6. 2018 .....	XXX	XXX	XXX	XXX	90,333

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Medicare

Years in which Premiums were Earned and Claims were Incurred	1  Premiums Earned	2  Claims Payments	3  Claim Adjustment Expense Payments	4  (Col. 3/2) Percent	5  Claim and Claim Adjustment Expense Payments (Col. 2+3)	6  (Col. 5/1) Percent	7  Claims Unpaid	8  Unpaid Claims Adjustment Expenses	9  Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10  (Col. 9/1) Percent
1. 2014.....	6,595	6,924	50	0.7	6,974	105.7			6,974	105.7
2. 2015.....	31,192	32,845	171	0.5	33,016	105.8			33,016	105.8
3. 2016.....	52,854	44,006	290	0.7	44,296	83.8			44,296	83.8
4. 2017.....	97,640	87,965	542	0.6	88,507	90.6	45		88,552	90.7
5. 2018 .....	98,737	90,211	2,121	2.4	92,332	93.5	11,433		103,765	105.1

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(\$000 Omitted)

Section A - Paid Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2014	2 2015	3 2016	4 2017	5 2018
1. Prior .....	744,166	744,166	744,166	744,166	744,166
2. 2014 .....	102,565	117,319	117,319	117,319	117,319
3. 2015 .....	XXX	151,350	175,419	175,419	175,419
4. 2016 .....	XXX	XXX	180,223	200,232	200,232
5. 2017 .....	XXX	XXX	XXX	156,650	166,711
6. 2018 .....	XXX	XXX	XXX	XXX	126,438

Section B – Incurred Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2014	2 2015	3 2016	4 2017	5 2018
1. Prior .....	782,816	782,816	782,816	782,816	782,816
2. 2014 .....	122,466	137,243	137,243	137,243	137,243
3. 2015 .....	XXX	160,668	184,745	184,745	184,745
4. 2016 .....	XXX	XXX	180,189	200,164	200,164
5. 2017 .....	XXX	XXX	XXX	150,124	160,181
6. 2018 .....	XXX	XXX	XXX	XXX	112,667

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Title XIX Medicaid

Years in which Premiums were Earned and Claims were Incurred	1  Premiums Earned	2  Claims Payments	3  Claim Adjustment Expense Payments	4  (Col. 3/2) Percent	5  Claim and Claim Adjustment Expense Payments (Col. 2+3)	6  (Col. 5/1) Percent	7  Claims Unpaid	8  Unpaid Claims Adjustment Expenses	9  Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10  (Col. 9/1) Percent
1. 2014.....	141,853	117,319	1,076	0.9	118,395	83.5			118,395	83.5
2. 2015.....	214,152	175,419	1,173	0.7	176,592	82.5			176,592	82.5
3. 2016.....	234,089	200,232	1,286	0.6	201,518	86.1			201,518	86.1
4. 2017.....	194,988	166,711	1,085	0.7	167,796	86.1	(4)	.0	167,792	86.1
5. 2018 .....	152,156	126,438	3,269	2.6	129,707	85.2	11,940	219	141,866	93.2

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(\$000 Omitted)

Section A - Paid Health Claims - Grand Total

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2014	2 2015	3 2016	4 2017	5 2018
1. Prior .....	757,829	757,829	756,829	756,829	756,829
2. 2014.....	109,508	125,444	125,444	125,444	125,444
3. 2015.....	XXX	179,103	209,794	209,794	209,794
4. 2016.....	XXX	XXX	215,215	244,238	244,238
5. 2017.....	XXX	XXX	XXX	235,268	254,676
6. 2018.....	XXX	XXX	XXX	XXX	216,649

Section B - Incurred Health Claims - Grand Total

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2014	2 2015	3 2016	4 2017	5 2018
1. Prior .....	794,734	794,734	794,734	794,734	794,734
2. 2014.....	128,736	144,699	144,699	144,699	144,699
3. 2015.....	XXX	193,119	223,826	223,826	223,826
4. 2016.....	XXX	XXX	215,027	244,073	244,073
5. 2017.....	XXX	XXX	XXX	234,491	253,940
6. 2018.....	XXX	XXX	XXX	XXX	203,000

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Grand Total

Years in which Premiums were Earned and Claims were Incurred	1  Premiums Earned	2  Claims Payments	3  Claim Adjustment Expense Payments	4  (Col. 3/2) Percent	5  Claim and Claim Adjustment Expense Payments (Col. 2+3)	6  (Col. 5/1) Percent	7  Claims Unpaid	8  Unpaid Claims Adjustment Expenses	9  Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10  (Col. 9/1) Percent
1. 2014.....	150,292	125,444	1,140	0.9	126,584	84.2	0	0	126,584	84.2
2. 2015.....	247,762	209,794	1,357	0.6	211,151	85.2	0	0	211,151	85.2
3. 2016.....	286,943	244,238	1,576	0.6	245,814	85.7	0	0	245,814	85.7
4. 2017.....	292,628	254,676	1,627	0.6	256,303	87.6	41	0	256,344	87.6
5. 2018.....	250,893	216,649	5,390	2.5	222,039	88.5	23,373	219	245,631	97.9

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1	2	3	4	5	6	7	8	9
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1. Unearned premium reserves.....	.0								
2. Additional policy reserves (a).....	.0								
3. Reserve for future contingent benefits.....	.0								
4. Reserve for rate credits or experience rating refunds (including \$ ..... for investment income).....	.0								
5. Aggregate write-ins for other policy reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
6. Totals (gross) .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
7. Reinsurance ceded .....	.0								
8. Totals (Net) (Page 3, Line 4)	0	0	0	0	0	0	0	0	0
9. Present value of amounts not yet due on claims .....	.0	NONE							
10. Reserve for future contingent benefits .....	.0								
11. Aggregate write-ins for other claim reserves .....	.0								
12. Totals (gross) .....	.0								
13. Reinsurance ceded .....	.0								
14. Totals (Net) (Page 3, Line 7)	0	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS									
0501. ....									
0502. ....									
0503. ....									
0598. Summary of remaining write-ins for Line 5 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0
1101. ....									
1102. ....									
1103. ....									
1198. Summary of remaining write-ins for Line 11 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0	0	0	0	0	0

(a) Includes \$ ..... premium deficiency reserve.



UNDERWRITING AND INVESTMENT EXHIBIT  
PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$ .....744,615 for occupancy of own building) .....			744,615		744,615
2. Salaries, wages and other benefits .....	2,278,754	1,598,533	5,282,772		9,160,059
3. Commissions (less \$ .....ceded plus \$ .....assumed) .....			74,392		74,392
4. Legal fees and expenses .....	1,328	931	3,400		5,659
5. Certifications and accreditation fees .....	14,475	3,640	37,699		55,814
6. Auditing, actuarial and other consulting services .....	53,405	489,072	1,793,258		2,335,735
7. Traveling expenses .....	23,508	5,798	116,976		146,282
8. Marketing and advertising .....	4,519	3,170	428,359		436,048
9. Postage, express and telephone .....	38,889	7,290	165,319		211,498
10. Printing and office supplies .....	19,156	3,043	298,587		320,786
11. Occupancy, depreciation and amortization .....	1,069	750	172,475		174,294
12. Equipment .....					0
13. Cost or depreciation of EDP equipment and software .....			174,820		174,820
14. Outsourced services including EDP, claims, and other services .....	172,979	121,343	1,378,388		1,672,710
15. Boards, bureaus and association fees .....	9,867	3,058	254,910		267,835
16. Insurance, except on real estate .....			169,200		169,200
17. Collection and bank service charges .....	21	15	28,482		28,518
18. Group service and administration fees .....	259,890		(13,514)		246,376
19. Reimbursements by uninsured plans .....					0
20. Reimbursements from fiscal intermediaries .....					0
21. Real estate expenses .....	13,543	9,501	93,643		116,687
22. Real estate taxes .....	155	108	133,429		133,692
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes .....	79	55	1,259,177		1,259,311
23.2 State premium taxes .....					0
23.3 Regulatory authority licenses and fees .....			4,349,414		4,349,414
23.4 Payroll taxes .....	148,482	104,159	344,222		596,863
23.5 Other (excluding federal income and real estate taxes) .....					0
24. Investment expenses not included elsewhere .....	0			26,214	26,214
25. Aggregate write-ins for expenses .....	0	0	(287,437)	0	(287,437)
26. Total expenses incurred (Lines 1 to 25) .....	3,040,119	2,350,466	17,002,586	26,214	(a) .....22,419,385
27. Less expenses unpaid December 31, current year .....		219,000	1,297,503		1,516,503
28. Add expenses unpaid December 31, prior year .....	0	223,000	2,081,390	0	2,304,390
29. Amounts receivable relating to uninsured plans, prior year .....	0	0	0	0	0
30. Amounts receivable relating to uninsured plans, current year .....					0
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	3,040,119	2,354,466	17,786,473	26,214	23,207,272
DETAILS OF WRITE-INS					
2501. MPCA - Outreach .....			738,374		738,374
2502. Net Pass Throughs .....			(1,025,811)		(1,025,811)
2503. ....					0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0	0
2599. Totals (Line 2501 through 2503 plus 2598) (Line 25 above)	0	0	(287,437)	0	(287,437)

(a) Includes management fees of \$ .....10,759,457 to affiliates and \$ .....to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1	2
		Collected During Year	Earned During Year
1.	U.S. Government bonds .....	(a).....	.....
1.1	Bonds exempt from U.S. tax .....	(a).....	.....
1.2	Other bonds (unaffiliated) .....	(a).....396,163	.....406,718
1.3	Bonds of affiliates .....	(a).....0	.....
2.1	Preferred stocks (unaffiliated) .....	(b).....0	.....
2.11	Preferred stocks of affiliates .....	(b).....0	.....
2.2	Common stocks (unaffiliated) .....	.....0	.....
2.21	Common stocks of affiliates .....	.....0	.....
3.	Mortgage loans .....	(c).....	.....
4.	Real estate .....	(d).....744,615	.....744,615
5.	Contract loans .....	.....	.....
6.	Cash, cash equivalents and short-term investments .....	(e).....528,182	.....566,896
7.	Derivative instruments .....	(f).....	.....
8.	Other invested assets .....	.....	.....
9.	Aggregate write-ins for investment income .....	.....0	.....0
10.	Total gross investment income .....	1,668,960	1,718,229
11.	Investment expenses .....		(g).....26,214
12.	Investment taxes, licenses and fees, excluding federal income taxes .....		(g).....
13.	Interest expense .....		(h).....
14.	Depreciation on real estate and other invested assets .....		(i).....374,791
15.	Aggregate write-ins for deductions from investment income .....		.....0
16.	Total deductions (Lines 11 through 15) .....		.....401,005
17.	Net investment income (Line 10 minus Line 16) .....		1,317,224
DETAILS OF WRITE-INS			
0901.	.....		.....
0902.	.....		.....
0903.	.....		.....
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....0	.....0
0999.	Totals (Lines 0901 through 0903 plus 0998) (Line 9 above) .....	0	0
1501.	.....		.....
1502.	.....		.....
1503.	.....		.....
1598.	Summary of remaining write-ins for Line 15 from overflow page .....		.....0
1599.	Totals (Lines 1501 through 1503 plus 1598) (Line 15 above) .....		0

(a) Includes \$ .....6,249 accrual of discount less \$ .....38,099 amortization of premium and less \$ .....13,782 paid for accrued interest on purchases.  
(b) Includes \$ ..... amortization of premium and less \$ .....0 paid for accrued dividends on purchases.  
(c) Includes \$ .....0 accrual of discount less \$ .....0 amortization of premium and less \$ ..... paid for accrued interest on purchases.  
(d) Includes \$ .....744,615 for company's occupancy of its own buildings; and excludes \$ ..... interest on encumbrances.  
(e) Includes \$ .....34,037 accrual of discount less \$ .....20,306 amortization of premium and less \$ .....29,019 paid for accrued interest on purchases.  
(f) Includes \$ ..... amortization of premium.  
(g) Includes \$ ..... investment expenses and \$ ..... investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.  
(h) Includes \$ ..... interest on surplus notes and \$ ..... interest on capital notes.  
(i) Includes \$ ..... depreciation on real estate and \$ ..... depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1	2	3	4	5
		Realized Gain (Loss) On Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds .....			.....0		
1.1	Bonds exempt from U.S. tax .....			.....0		
1.2	Other bonds (unaffiliated) .....			.....0		
1.3	Bonds of affiliates .....	.....0	.....0	.....0	.....0	.....0
2.1	Preferred stocks (unaffiliated) .....	.....0	.....0	.....0	.....0	.....0
2.11	Preferred stocks of affiliates .....	.....0	.....0	.....0	.....0	.....0
2.2	Common stocks (unaffiliated) .....	.....0	.....0	.....0	.....0	.....0
2.21	Common stocks of affiliates .....	.....0	.....0	.....0	.....0	.....0
3.	Mortgage loans .....	.....0	.....0	.....0	.....0	.....0
4.	Real estate .....	.....0	.....0	.....0		.....0
5.	Contract loans .....			.....0		
6.	Cash, cash equivalents and short-term investments .....			.....0	.....0	.....0
7.	Derivative instruments .....			.....0		
8.	Other invested assets .....	.....0	.....0	.....0	.....0	.....0
9.	Aggregate write-ins for capital gains (losses) .....	.....0	.....0	.....0	.....0	.....0
10.	Total capital gains (losses) .....	0	0	0	0	0
DETAILS OF WRITE-INS						
0901.	.....			.....0		
0902.	.....			.....0		
0903.	.....			.....0		
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....0	.....0	.....0	.....0	.....0
0999.	Totals (Lines 0901 through 0903 plus 0998) (Line 9 above) .....	0	0	0	0	0

EXHIBIT OF NONADMITTED ASSETS

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....	0	0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks .....	0	0	0
2.2 Common stocks .....	0	0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens .....	0	0	0
3.2 Other than first liens .....	0	0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company .....	0	0	0
4.2 Properties held for the production of income.....	0	0	0
4.3 Properties held for sale .....	0	0	0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....	0	0	0
6. Contract loans .....	0	0	0
7. Derivatives (Schedule DB).....	0	0	0
8. Other invested assets (Schedule BA) .....	0	0	0
9. Receivables for securities .....	0	0	0
10. Securities lending reinvested collateral assets (Schedule DL).....	0	0	0
11. Aggregate write-ins for invested assets .....	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	0	0	0
13. Title plants (for Title insurers only).....	0	0	0
14. Investment income due and accrued .....	0	0	0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection.....	0	0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....	0	0	0
15.3 Accrued retrospective premiums and contracts subject to redetermination .....	0	0	0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers .....	0	0	0
16.2 Funds held by or deposited with reinsured companies .....	0	0	0
16.3 Other amounts receivable under reinsurance contracts .....	0	0	0
17. Amounts receivable relating to uninsured plans .....	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon .....	0	0	0
18.2 Net deferred tax asset.....	0	0	0
19. Guaranty funds receivable or on deposit .....	0	0	0
20. Electronic data processing equipment and software.....	26,022	48,807	22,785
21. Furniture and equipment, including health care delivery assets.....	478,803	652,639	173,836
22. Net adjustment in assets and liabilities due to foreign exchange rates .....	0	0	0
23. Receivables from parent, subsidiaries and affiliates .....	0	0	0
24. Health care and other amounts receivable.....	2,709,854	1,635,264	(1,074,590)
25. Aggregate write-ins for other-than-invested assets .....	609,515	988,626	379,111
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	3,824,194	3,325,336	(498,858)
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
28. Total (Lines 26 and 27)	3,824,194	3,325,336	(498,858)
DETAILS OF WRITE-INS			
1101. ....		0	0
1102. ....		0	0
1103. ....		0	0
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0
2501. Prepaid Expenses.....	548,229	938,715	390,486
2502. Vehicles.....	56,365	49,911	(6,454)
2503. Other Receivables.....	4,921	0	(4,921)
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	609,515	988,626	379,111

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations.....	48,579	49,527	49,315	48,956	48,878	590,677
2. Provider Service Organizations.....	.0					
3. Preferred Provider Organizations.....	.0					
4. Point of Service.....	.0					
5. Indemnity Only.....	.0					
6. Aggregate write-ins for other lines of business.....	.0	.0	.0	.0	.0	.0
7. Total	48,579	49,527	49,315	48,956	48,878	590,677
DETAILS OF WRITE-INS						
0601. ....	.0					
0602. ....	.0					
0603. ....	.0					
0698. Summary of remaining write-ins for Line 6 from overflow page .....	.0	.0	.0	.0	.0	.0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies and Going Concern

A. Accounting Practices.

The accompanying financial statements of Upper Peninsula Health Plan, LLC (the “Company”) have been prepared in conformity with accounting practices prescribed or permitted by the state of Michigan for determining and reporting the financial conditions and results of operations of an insurance company for determining its solvency under Michigan Insurance law. The National Association of Insurance Commissioners (“NAIC”) Accounting Practices and Procedures Manual, (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Michigan.

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the DIFS is shown below:

		SSAP#	F/S Page	F/S Line	2018	2017
NET INCOME						
(1)	Upper Peninsula Health Plan, LLC state basis (Page 4, Line 32, Columns 2 & 3)				\$ 10,868,132	\$ 11,959,959
(2)	State Prescribed Practices that are an increase/(decrease) from NAIC SAP:	N/A				
(3)	State Permitted Practices that are an increase/(decrease) from NAIC SAP:	N/A				
(4)	NAIC SAP (1-2-3 = 4)				\$ 10,868,132	\$ 11,959,959
SURPLUS						
(5)	Upper Peninsula Health Plan, LLC state Basis (Page 3, Line 33, Columns 3 & 4)				\$ 55,740,930	\$ 55,151,826
(6)	State Prescribed Practices that are an increase/(decrease) from NAIC SAP:	N/A				
(7)	State Permitted Practices that are an increase/(decrease) from NAIC SAP:	N/A				
(8)	NAIC SAP (5-6-7 = 8)				\$ 55,740,930	\$ 55,151,826

B. Use of Estimates in the Preparation of the Financial Statements

The estimates used in the preparation of the financial statements conformed to the Annual Statement Instructions and Accounting Practices and Procedures Manual.

C. Accounting Policy

In addition, the Company applies the following accounting policies:

- (1) Short-term Investments – stated at amortized cost.
- (2) Bonds, Mandatory Convertible Securities & SVO-Identified investments – Bonds not backed by other loans are stated at amortized cost using the interest method. The Company does not have any mandatory convertible securities or SVO identified investments.
- (3) Common Stocks – NONE
- (4) Preferred Stocks – NONE
- (5) Mortgage loans on real estate – NONE
- (6) Loan-backed securities – NONE
- (7) Investments in subsidiaries, controlled or affiliated companies – NONE
- (8) Investments in joint ventures, partnerships and limited liability companies – NONE
- (9) Derivatives – NONE
- (10) Investment income in premium deficiency calculation – NONE
- (11) Claims Unpaid – The claims unpaid liability for incurred but unpaid and unreported claims is accrued in the period during which the services are provided, and includes actuarial estimates of services performed that have not been reported to Upper Peninsula Health Plan, LLC by providers.
- (12) Fixed Asset Capitalization – there was no change in the capitalization policy from prior periods.
- (13)Pharmaceutical Rebate Receivables – The Company derives pharmaceutical rebate receivables from actual confirmed receipts from the PBM.

D. Going Concern – After evaluating the entity’s ability to continue as a going concern, management was not aware of any conditions or events which raised substantial doubts concerning the entity’s ability to continue as a going concern as of the date of the filing of this statement.

## NOTES TO FINANCIAL STATEMENTS

### Note 2 - Accounting Changes and Corrections of Errors

Beginning with the second quarter ending June 30, 2018, the State of Michigan required that all pass through revenues and expenses be reported net as a reduction of general expenses rather than reporting the revenue under net premium revenue and the expenses under medical expenses and that claims payable no longer will include pass through liabilities.

Due to this change, there was \$11,473,120 in pass through liabilities included in Claims payable that was reported on line 1 of the Liabilities page as of December 31, 2017. As of December 31, 2018 the pass through liabilities will not be included on line 1 of the Liabilities page, they are reported on line 22 of the Liabilities page. There were \$47,514,283 in pass through revenues reported on line 2 and \$47,165,100 of pass through expenses reported on line 9 of the Statement of Revenues & Expenses page as of December 31, 2017. These amounts are now reported net on line 20 of the Statement of Revenues & Expenses page as of December 31, 2018.

### Note 3 - Business Combinations and Goodwill

NONE

### Note 4 - Discontinued Operations

NONE

### Note 5 - Investments

- A. Mortgage Loans – NONE
- B. Debt Restructuring – NONE
- C. Reverse Mortgages – NONE
- D. Loan-Backed Securities – NONE
- E. Repurchase Agreements and/or Securities Lending Transactions – NONE
- F. Repurchase Agreements Transactions Accounted for as Secured Borrowing – NONE
- G. Reverse Repurchase Agreements Transactions Accounted for as Secured Borrowing – NONE
- H. Repurchase Agreements Transactions Accounted for as a Sale – NONE
- I. Reverse Repurchase Agreements Transactions Accounted for as a Sale - NONE
- J. Real Estate – NONE
- K. Low-Income Housing Tax Credits – NONE
- L. Restricted Assets

As of December 31, 2018, the Company maintained on deposit with Wells Fargo \$1,000,722 held as cash.

- (1) Restricted Assets (Including Pledged)

NOTES TO FINANCIAL STATEMENTS

		1	2	3	4	5	6	7
Restricted Asset Category		Total Gross (Admitted & Nonadmitted) Restricted from Current Year	Total Gross (Admitted & Nonadmitted) Restricted from Prior Year	Increase/ (Decrease) (1 minus 2)	Total Current Year Nonadmitted Restricted	Total Current Year Admitted Restricted (1 minus 4)	Gross (Admitted & Nonadmitted) Restricted to Total Assets (a)	Admitted Restricted to Total Admitted Assets (b)
a.	Subject to contractual obligation for which liability is not shown							
b.	Collateral held under security lending agreements							
c.	Subject to repurchase agreements							
d.	Subject to reverse repurchase agreements							
e.	Subject to dollar repurchase agreements							
f.	Subject to dollar reverse repurchase agreements							
g.	Placed under option contracts							
h.	Letter stock or securities restricted as to sale - excluding FHLB capital stock							
i.	FHLB capital stock							
j.	On deposit with states							
k.	On deposit with other regulatory bodies	1,000,722	1,001,216	(494)	-	1,000,722	1%	1%
l.	Pledged as collateral to FHLB (including assets backing funding agreements)							
m.	Pledged as collateral not captured in other categories							
n.	Other restricted assets							
o.	Total Restricted Assets	\$ 1,000,722	\$ 1,001,216	\$ (494)	\$ -	\$ 1,000,722	1%	1%

- M. Working Capital Finance Investments – NONE
- N. Offsetting and Netting of Assets and Liabilities – NONE
- O. Structured Notes – NONE
- P. 5\* Securities = NONE
- Q. Short Sales – NONE
- R. Prepayment Penalty and Acceleration Fees - NONE

Note 6 - Joint Ventures, Partnerships, and Limited Liability Companies

NONE

Note 7 – Investment Income

- A. All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage loans in default are excluded from surplus.
- B. The Company had no investment income due and accrued excluded from surplus.

Note 8 - Derivative Instruments

NONE

Note 9 - Income Taxes

NONE

Note 10-Information Concerning Parent, Subsidiaries, and Affiliates

- A. The Company is owned by thirteen healthcare organizations with each owning various percentages. The company has one ultimate controlling person (UCP), Apollo Global Management, LLC. In that, one entity owns greater than 10% of the company’s non-voting stock:  
  
Apollo Global Management, LLC controls 58.97% through its ownership of DLP Marquette Health Plan, LLC, and controls 5.37% through its ownership of Acquisition Bell Hospital.  
  
Apollo Global Management, LLC’s subsidiary, LifePoint Holdings 2, LLC owns 100% of Portage Holding Company, LLC, which controls 10.51% of Upper Peninsula Health Plan.

NOTES TO FINANCIAL STATEMENTS

- B. The Company made equity distributions to the thirteen healthcare organization owners totaling \$7,500,000 on May 22, 2018.
- Baraga County Memorial - \$60,019
  - Acquisition Bell Hospital, LLC - \$385,319
  - Dickinson Healthcare System -\$405,951
  - Aspirus Grand View Hospital - \$343,462
  - Northstar Health System - \$143,330
  - Aspirus Keweenaw Hospital - \$278,088
  - Helen Newberry Joy Hospital - \$148,230
  - DLP Marquette Health Plan – \$4,231,008
  - Munising Memorial Hospital - \$9,684
  - Portage JV, LLC - \$753,784
  - Schoolcraft Memorial Hospital - \$161,530
  - SSM Tribal Health - \$42,287
  - War Memorial Hospital - \$537,309
- C. The Plan paid a management fee of \$10,759,457 to its management company, Upper Peninsula Managed Care, LLC through December 31, 2018. All transactions are covered under Note 10-Part F.
- D. Amounts due to/(from) Upper Peninsula Health Plan and affiliates totaled \$(68,628). Intercompany receivables and payables are generally settled on a monthly basis.
- E. Affiliate Guarantees – NONE
- F. The Plan has a Management Service Agreement with its affiliate. This agreement spells out all administrative services provided by the company and includes methods of reimbursement for services performed.
- G. There are no shares of voting common stock in the Company. All 100 voting shares were recalled as a result of a change in control effective April 1, 2004.
- H. Ownership in upstream affiliate or parent – NONE
- I. Investment in subsidiary, controlled or affiliated (SCA) entity that exceeds 10% of the admitted assets of the insurer – NONE
- J. Investment impaired – NONE
- K. Investment in a foreign insurance subsidiary – NONE
- L. Investment in downstream noninsurance holding company – NONE
- M. SCA Investments - NONE
- N. Investment in Insurance SCA’s – NONE
- O. SCA Loss Tracking – NONE

**Note 11-Debt**

NONE

**Note 12-Retirement Plans, Deferred Compensation, Postemployment Benefits & Compensated Absences, and other Postretirement Benefit Plans**

NONE

**Note 13-Capital, Surplus, Shareholder’s Dividend Restrictions and Quasi-Reorganizations**

- (1) Common Stock - NONE
- (2) Preferred Stock – NONE
- (3) Dividend Restrictions – The laws of the State of Michigan limit the payment and declaration of extraordinary and ordinary dividends. As set forth in the Michigan Insurance Code, dividends shall be declared or paid only from earned surplus, unless DIFS approves the dividend prior to payment. The Plan has adopted a policy where Dividend distribution is restricted to a level of 600% of the authorized control level.
- (4) Dividends paid – NONE
- (5) Subject to the limitations of (3) above, no restrictions have been placed on the portion of the Company’s profits that may be paid as ordinary dividends to stockholders.
- (6) Restrictions placed on unassigned funds (surplus) – NONE



NOTES TO FINANCIAL STATEMENTS

- (7) Advances to surplus not repaid – NONE
- (8) Stock held for special purposes – NONE
- (9) Changes in balances of special surplus funds from the prior period – NONE
- (10) Unassigned funds (surplus) represented or reduced – NONE
- (11) Surplus notes – NONE
- (12) Impact of the restatement in a quasi-reorganization – NONE
- (13) The effective date of a quasi-reorganization – NONE

Note 14-Liabilities, Contingencies and Assessments

NONE

Note 15-Leases

NONE

Note 16-Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

NONE

Note 17-Sale, Transfer, and Servicing of Financial Assets and Extinguishments of Liabilities

NONE

Note 18-Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

- A. ASO Plans – The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows at the end of the 4<sup>th</sup> quarter 2018.

		ASO Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a.	Net reimbursement for administrative expenses ( including administrative fees) in excess of actual expenses	\$ 1,025,811	\$ -	\$ 1,025,811
b.	Total net other income or expenses (including interest paid to or received from plans)	\$ -	\$ -	\$ -
c.	Net gain or (loss) from operations	\$ 1,025,811	\$ -	\$ 1,025,811
d.	Total claims payment volume	\$ 47,317,052	\$ -	\$ 47,317,052

- B. ASC Plans – NONE
- C. Medicare or Similarly Structured Cost Based Reimbursement Contracts
  - (1) The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.
  - (2) As of December 31, 2018, the Company has recorded a receivable from CMS of \$175,096 related to the risk sharing and reinsurance components of administered Medicare products. The Company does not have any additional receivables greater than 10% of the Company’s amounts receivable from uninsured accident and health plans or \$10,000.
  - (3) In connection with the Company’s Medicare Part D cost based reimbursement portion of the contract, the Company has recorded no allowances and reserves for adjustment of recorded revenues at December 31, 2018.
  - (4) The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

Note 19-Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

NONE

NOTES TO FINANCIAL STATEMENTS

Note 20-Fair Value Measurements

In general, the Level 1 fair values are established from quoted (unadjusted) market prices in active markets for identical assets and liabilities that the Company has the ability to access.

- A. Fair Value at Reporting Date
1. Fair Value Measurements at Reporting Date – NONE

2. Fair Value Measurements in Level 3 – NONE

3. The Company’s policy for determining transfers between levels are recognized and determined at the end of the reporting period.

4. Securities valued at Level 3 – NONE

5. Derivative assets and liabilities - NONE
- B. Fair value information disclosed under SSAP No. 100 combined with fair value information under other accounting pronouncements – NONE
- C. Aggregate Fair Value of all Financial Instruments

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Net Asset Value (NAV)	Not Practicable (Carrying Value)
Bonds	\$ 25,942,449	\$ 26,103,721	\$ 26,103,721	\$ -	\$ -	\$ -	\$ -
CD's	\$ 9,000,000	\$ 9,000,000	\$ 9,000,000				
Total	\$ 34,942,449	\$ 35,103,721	\$ 35,103,721	\$ -	\$ -	\$ -	\$ -

- D. Not practicable to estimate fair value - None

Note 21 – Other Items

- A. On August 20, 2018 Dickinson Memorial Hospital sold back 80% of its ownership equity in the Company for \$2,280,164 which reduced the Company’s retained earnings. The repurchased portion was redistributed amongst the remaining 12 heath care organizations based on their ownership percentages in the Company. This transaction affected line 28 on page 3 Liabilities, Capital and Surplus and line 45.1 on page 5 Capital and Surplus.
- B. Troubled Debt Restructuring – NONE
- C. On November 16, 2018 the Company’s UCP, LifePoint Health, Inc. finalized a merger with RCCH HealthCare Partners which is owned by Apollo Group Management, LLC. The combined company will be privately held under the LifePoint Health name.
- D. Business Interruption Insurance Recoveries – NONE
- E. State Transferable and Non-transferable Tax Credits – NONE
- F. Subprime-Mortgage-Related Risk Exposure – NONE
- G. Retained Assets – NONE
- H. Insurance-Linked Securities – NONE

Note 22-Events Subsequent

Type I – Recognized subsequent events – NONE

Subsequent events have been considered through March 1, 2019 for the statutory statement year ending December 31, 2018.

Type II – Nonrecognized subsequent events

The annual fee under Section 9010 of the federal Affordable Care Act (ACA) was suspended for the data year 2018. As a result, the Company will not owe the fee that would be payable on September 30, 2019 and there will be no amounts reflected in the aggregate write-ins for special surplus funds related to his fee at December 31, 2018. Also as a result of the suspension, there will be no impact to the Company’s risk based capital to assess as of December 31, 2018.

Current YearPrior Year

NOTES TO FINANCIAL STATEMENTS

A. Did the Reporting entity write accident and health insurance premium that is subject to Section 9010 of the federal Affordable Care Act (YES/NO)	YES	YES
B. ACA fee assessment payable for the upcoming year	\$ 0	\$ 4,252,910
C. ACA fee assessment paid	\$ 4,349,414	\$ 0
D. Premium written subject to ACA 9010 assessment	\$ 0	\$ 257,361,273
E. Total Adjusted Capital before surplus adjustment (Five-Year Historical Line 14)	\$ 55,740,931	\$ 55,151,825
F. Total Adjusted Capital after surplus adjustment (Five-Year Historical Line 14 minus 22B above)	\$ 55,740,931	\$ 50,898,915
G. Authorized Control Level after surplus adjustment (Five-Year Historical Line 15)	\$ 9,424,535	\$ 9,684,771
H. Would reporting the ACA assessment as of Dec 31, 2018 trigger an RBC action level (YES/NO)?	NO	NO

Note 23-Reinsurance

- A. The Company limits a portion of its medical claims liability through stop-loss insurance. Under the terms of this agreement, the insurance company will reimburse approximately 90% of the cost of each member’s applicable annual services in excess of \$150,000 (up to a maximum of \$2,000,000) once an annual aggregate deductible of approximately \$1,400,000 is reached. There was no uncollectible reinsurance written off during the quarter.

Section 1 – General Interrogatories

- (1) Are any of the reinsurers listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the Company?

Yes ( ) No (X)

- (2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes ( ) No (X)

Section 2 - Ceded Reinsurance Report – Part A

- (1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

Yes ( ) No (X)

- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes ( ) No (X)

Section 3 – Ceded Reinsurance Report – Part B

- (1) The estimated amount of the aggregate reduction in surplus, of termination of ALL reinsurance agreements, by either party, as of the date of this statement is zero.

- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes ( ) No (X)

- B. Uncollectible Reinsurance – NONE
- C. Commutation of Ceded Reinsurance – NONE
- D. Certified Reinsurer Rating Downgraded or Status Subject to Revocation – NONE

Note 24-Retroactively Rated Contracts & Contracts Subject to Redetermination

- A. The Company estimates accrued retrospective premium adjustments for its Medicare Part D Risk Corridor adjustment based on the contract with CMS and actuarial estimates.
- B. The Company records accrued retrospective premium as an adjustment to earned premium.

NOTES TO FINANCIAL STATEMENTS

- C. The amount of net premiums written by the Company at December 31, 2018 that are subject to retrospective rating features was \$98,931,235 or 39% of the total net premiums written. No other net premiums written by the Company are subject to retrospective rating features.
- D. Medical loss ratio rebates required pursuant to the Public Health Service Act – NONE
- E. Risk Sharing Provisions of the Affordable Care Act – NONE

Note 25-Change in Incurred Claims and Claim Adjustment Expenses

- A. Reserves as of December 31, 2017 were \$35,719,042 for unpaid claims including \$223,000 for unpaid claims adjustment expenses. As of December 31, 2018, \$19,407,194 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. There are \$41,000 reserves remaining for prior years. Therefore, there has been a \$16,221,562 favorable prior year development from December 31, 2017 to December 31, 2018. Original estimates are increased or decreased as additional information becomes known regarding individual claims.
- B. There have been no significant changes in the methodologies or assumptions used in calculating the liability for unpaid losses and loss adjustment expenses.

Note 26-Intercompany Pooling Arrangements

NONE

Note 27-Structured Settlements

NONE

Note 28-Health Care Receivables

At December 31, 2018 the identified pharmacy rebates recorded as healthcare receivables are \$2,709,854.

A. Pharmaceutical Rebate Receivables					
Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More Than 180 Days After Billing
12/31/2018	2,709,854	0	0	0	1,149,826
9/30/2018	2,064,887	0	0	1,562,030	987,027
6/30/2018	3,061,739	0	0	0	0
3/31/2018	1,835,264	0	0	1,725,214	0
12/31/2017	1,635,264	0	0	817,633	0
9/30/2017	1,660,904	0	0	1,276,103	98,106
6/30/2017	1,420,745	0	0	675,751	0
3/31/2017	858,068	0	0	0	1,061,451
12/31/2016	0	0	0	0	1,380,457
9/30/2016	0	0	0	0	91,614
6/30/2016	0	0	0	0	454,343
3/31/2016	0	0	0	0	663,171
12/31/2015	0	0	0	80,808	76,046

B. Risk Sharing Receivables – NONE

Note 29-Participating Policies

NONE

Note 30-Premium Deficiency Reserves

- |    |   |          |
|----|---|----------|
| 1. | Liability carried for premium deficiency reserves                       | \$0      |
| 2. | Date of the most recent evaluation of this liability                    | 12/31/18 |
| 3. | Was anticipated investment income utilized in the calculation? (Yes/No) | No       |

Note 31-Anticipated Salvage and Subrogation

NONE

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes [ X ] No [ ]
- If yes, complete Schedule Y, Parts 1, 1A and 2.
- 1.2

If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations?

Yes [ X ] No [ ] N/A [ ]
- 1.3

State Regulating? MICHIGAN.....
- 1.4

Is the reporting entity publicly traded or a member of a publicly traded group?

Yes [ X ] No [ ]
- 1.5

If the response to 1.4 is yes, provide the CIK (Central Index Key) code issued by the SEC for the entity/group.

0001411494.....
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [ ] No [ X ]
- 2.2

If yes, date of change:
- 3.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

.....12/31/2017
- 3.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

.....12/31/2014
- 3.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

.....04/06/2016
- 3.4

By what department or departments? MICHIGAN DEPARTMENT OF INSURANCE AND FINANCIAL SERVICES.....
- 3.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [ X ] No [ ] N/A [ ]
- 3.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [ X ] No [ ] N/A [ ]
- 4.1

During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.11 sales of new business?

Yes [ ] No [ X ]
- 4.12 renewals?

Yes [ ] No [ X ]
- 4.2

During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.21 sales of new business?

Yes [ ] No [ X ]
- 4.22 renewals?

Yes [ ] No [ X ]
- 5.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [ ] No [ X ]
- If yes, complete and file the merger history data file with the NAIC.
- 5.2

If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

- 6.1

Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [ ] No [ X ]
- 6.2

If yes, give full information .....
- 7.1

Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity?

Yes [ ] No [ X ]
- 7.2

If yes,
- 7.21 State the percentage of foreign control

.....0.0 %
- 7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact).

1 Nationality	2 Type of Entity
.....	.....
.....	.....
.....	.....
.....	.....
.....	.....

GENERAL INTERROGATORIES

- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [ ☐ ] No [ ☒ ]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [ ☒ ] No [ ☐ ]
- 8.4

If response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC
Apollo Capital Management, L.P.....	New York, NY.....	..NO..	..NO..	..NO..	YES..
Apollo Credit Management, LLC.....	New York, NY.....	..NO..	..NO..	..NO..	YES..
Apollo Global Real Estate Management, L.P.....	New York, NY.....	..NO..	..NO..	..NO..	YES..
Apollo Investment Management, L.P.....	New York, NY.....	..NO..	..NO..	..NO..	YES..
Apollo Management, L.P.....	New York, NY.....	..NO..	..NO..	..NO..	YES..
Apollo Global Securities, LLC.....	New York, NY.....	..NO..	..NO..	..NO..	YES..
Apollo Senior Floating Rate Fund, Inc.....	New York, NY.....	..NO..	..NO..	..NO..	YES..
Apollo Tactical Income Fund, Inc.....	New York, NY.....	..NO..	..NO..	..NO..	YES..
Apollo Investment Corporation, Inc.....	New York, NY.....	..NO..	..NO..	..NO..	YES..
Athene Securities, LLC.....	West De Moines, IA.....	..NO..	..NO..	..NO..	YES..

9.

What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?

WIPFLI, 10000 INNOVATION DRIVE, SUITE 250, MILWAUKEE, WI 53226.....
- 10.1

Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation?

Yes [ ☐ ] No [ ☒ ]
- 10.2

If the response to 10.1 is yes, provide information related to this exemption:
- 10.3

Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 18A of the Model Regulation, or substantially similar state law or regulation?

Yes [ ☐ ] No [ ☒ ]
- 10.4

If the response to 10.3 is yes, provide information related to this exemption:
- 10.5

Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws?

Yes [ ☒ ] No [ ☐ ] N/A [ ☐ ]
- 10.6

If the response to 10.5 is no or n/a, please explain
11.

What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?

MILLIMAN, 15800 BLUEMOUND RD., SUITE 400, BROOKFIELD, WI 53005, ACTUARY.....
- 12.1

Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly?

Yes [ ☐ ] No [ ☒ ]

12.11

Name of real estate holding company

.....

12.12

Number of parcels involved

.....0

12.13

Total book/adjusted carrying value

\$.....
- 12.2

If yes, provide explanation
13.

FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
- 13.1

What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
- 13.2

Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located?

Yes [ ☐ ] No [ ☐ ]
- 13.3

Have there been any changes made to any of the trust indentures during the year?

Yes [ ☐ ] No [ ☐ ]
- 13.4

If answer to (13.3) is yes, has the domiciliary or entry state approved the changes?

Yes [ ☐ ] No [ ☐ ] N/A [ ☐ ]
- 14.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?

Yes [ ☒ ] No [ ☐ ]

a.

Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

b.

Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

c.

Compliance with applicable governmental laws, rules and regulations;

d.

The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

e.

Accountability for adherence to the code.
- 14.11

If the response to 14.1 is no, please explain:
- 14.2

Has the code of ethics for senior managers been amended?

Yes [ ☐ ] No [ ☒ ]
- 14.21

If the response to 14.2 is yes, provide information related to amendment(s)
- 14.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [ ☐ ] No [ ☒ ]
- 14.31

If the response to 14.3 is yes, provide the nature of any waiver(s).

GENERAL INTERROGATORIES

- 15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List?
- Yes [ ] No [ X ]
- 15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1	2	3	4
American Bankers Association (ABA) Routing Number	Issuing or Confirming Bank Name	Circumstances That Can Trigger the Letter of Credit	Amount

BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof?
- Yes [ X ] No [ ]
17. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof?
- Yes [ X ] No [ ]
18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person?
- Yes [ X ] No [ ]

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)?
- Yes [ ] No [ X ]
- 20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.11 To directors or other officers \$.....
- 20.12 To stockholders not officers \$.....
- 20.13 Trustees, supreme or grand (Fraternal only) \$.....
- 20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.21 To directors or other officers \$.....
- 20.22 To stockholders not officers \$.....
- 20.23 Trustees, supreme or grand (Fraternal only) \$.....
- 21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement?
- Yes [ ] No [ X ]
- 21.2 If yes, state the amount thereof at December 31 of the current year:
- 21.21 Rented from others \$.....
- 21.22 Borrowed from others \$.....
- 21.23 Leased from others \$.....
- 21.24 Other \$.....
- 22.1 Does this statement include payments for assessments as described in the *Annual Statement Instructions* other than guaranty fund or guaranty association assessments?
- Yes [ ] No [ X ]
- 22.2 If answer is yes:
- 22.21 Amount paid as losses or risk adjustment \$.....
- 22.22 Amount paid as expenses \$.....
- 22.23 Other amounts paid \$.....
- 23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?
- Yes [ ] No [ X ]
- 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:
- \$.....

INVESTMENT

- 24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.03)
- Yes [ X ] No [ ]
- 24.02 If no, give full and complete information, relating thereto
- 24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)
- 24.04 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions?
- Yes [ ] No [ ] NA [ X ]
- 24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs.
- \$.....
- 24.06 If answer to 24.04 is no, report amount of collateral for other programs.
- \$.....
- 24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract?
- Yes [ ] No [ ] NA [ X ]
- 24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%?
- Yes [ ] No [ ] NA [ X ]
- 24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending?
- Yes [ ] No [ ] NA [ X ]
- 24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:
- 24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$.....0
- 24.102 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$.....0
- 24.103 Total payable for securities lending reported on the liability page \$.....0

GENERAL INTERROGATORIES

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03). Yes [ X ] No [ ]

25.2 If yes, state the amount thereof at December 31 of the current year:

25.21 Subject to repurchase agreements

25.22 Subject to reverse repurchase agreements

25.23 Subject to dollar repurchase agreements

25.24 Subject to reverse dollar repurchase agreements

25.25 Placed under option agreements

25.26 Letter stock or securities restricted as to sale – excluding FHLB Capital Stock

25.27 FHLB Capital Stock

25.28 On deposit with states

25.29 On deposit with other regulatory bodies

25.30 Pledged as collateral – excluding collateral pledged to an FHLB

25.31 Pledged as collateral to FHLB – including assets backing funding agreements

25.32 Other

\$

\$

\$

\$

\$

\$

\$

\$1,000,722

\$

\$

\$

\$

25.3 For category (25.26) provide the following:

1 Nature of Restriction	2 Description	3 Amount

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [ ] No [ X ]

26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ] N/A [ ]  
If no, attach a description with this statement.

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [ ] No [ X ]

27.2 If yes, state the amount thereof at December 31 of the current year. \$

28. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity’s offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping agreements of the NAIC *Financial Condition Examiners Handbook*? Yes [ X ] No [ ]

28.01 For agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian’s Address
WELLS FARGO INSTITUTIONAL TRUST SERVICES.....	101 W. WASHINGTON ST., MARQUETTE, MI 49855.....

28.02 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes [ ] No [ X ]

28.04 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason



GENERAL INTERROGATORIES

28.05 Investment management – Identify all investment advisors, investment managers, broker/dealers, including individuals that have the authority to make investment decisions on behalf of the reporting entity. For assets that are managed internally by employees of the reporting entity, note as such. ["...that have access to the investment accounts"; "...handle securities"]

1 Name of Firm or Individual	2 Affiliation
Melissa Holmquist, CEO.....	I.....
.....	.....
.....	.....

28.0597 For those firms/individuals listed in the table for Question 28.05, do any firms/individuals unaffiliated with the reporting entity (i.e., designated with a "U") manage more than 10% of the reporting entity's assets? Yes [ ] No [ X ]

28.0598 For firms/individuals unaffiliated with the reporting entity (i.e., designated with a "U") listed in the table for Question 28.05, does the total assets under management aggregate to more than 50% of the reporting entity's assets? Yes [ ] No [ X ]

28.06 For those firms or individuals listed in the table for 28.05 with an affiliation code of "A" (affiliated) or "U" (unaffiliated), provide the information for the table below.

1 Central Registration Depository Number	2 Name of Firm or Individual	3 Legal Entity Identifier (LEI)	4 Registered With	5 Investment Management Agreement (IMA) Filed
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....

29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D - Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])? Yes [ ] No [ X ]

29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
.....	.....	.....
.....	.....	.....
.....	.....	.....
29.2999 TOTAL		0

29.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds.....	35,103,721	34,942,449	(161,272)
30.2 Preferred Stocks.....	0	0	0
30.3 Totals	35,103,721	34,942,449	(161,272)

30.4 Describe the sources or methods utilized in determining the fair values:

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes [ X ] No [ ]

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes [ X ] No [ ]

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

32.1 Have all the filing requirements of the *Purposes and Procedures Manual of the NAIC Investment Analysis Office* been followed? Yes [ X ] No [ ]

32.2 If no, list exceptions:

GENERAL INTERROGATORIES

33.

By self-designating 5GI securities, the reporting entity is certifying the following elements of each self-designated 5GI security:  
a.Documentation necessary to permit a full credit analysis of the security does not exist or an NAIC CRP credit rating for an FE or PL security is not available.  
b.Issuer or obligor is current on all contracted interest and principal payments.  
c.The insurer has an actual expectation of ultimate payment of all contracted interest and principal.  
Has the reporting entity self-designated 5GI securities?

Yes [ ☐ ] No [ ☒ ]
34.

By self-designating PLGI securities, the reporting entity is certifying the following elements of each self-designated PLGI security:  
a. The security was purchased prior to January 1, 2018.  
b. The reporting entity is holding capital commensurate with the NAIC Designation reported for the security.  
c. The NAIC Designation was derived from the credit rating assigned by an NAIC CRP in its legal capacity as a NRSRO which is shown on a current private letter rating held by the insurer and available for examination by state insurance regulators.  
d. The reporting entity is not permitted to share this credit rating of the PL security with the SVO.  
Has the reporting entity self-designated PLGI securities?

Yes [ ☐ ] No [ ☒ ]

OTHER

- 35.1

Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any?

\$ .....0
- 35.2

List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
.....	\$.....
.....	\$.....
.....	\$.....

- 36.1

Amount of payments for legal expenses, if any?

\$ .....322
- 36.2

List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Foster Swift Collins & Smith PC.....	\$.....305

- 37.1

Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?

\$ .....0
- 37.2

List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
.....	\$.....
.....	\$.....
.....	\$.....

7.1 Although the reporting entity is ultimately controlled by Apollo Global Management, LLC, a Delaware limited liability company, and Leon Black, Joshua Harris and Marc Rowan, each of whom is an individual and a citizen of the U.S., there are one or more intermediate entities in the chain of control of the reporting entity that are domiciled outside the U.S. as disclosed in Schedule Y.

GENERAL INTERROGATORIES
PART 2 - HEALTH INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [ ] No [ X ]
1.2 If yes, indicate premium earned on U.S. business only. \$ .....0
1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? ..... \$ .....
1.31 Reason for excluding .....
1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above \$ .....
1.5 Indicate total incurred claims on all Medicare Supplement insurance. \$ .....0
1.6 Individual policies:
Most current three years:
1.61 Total premium earned \$ .....0
1.62 Total incurred claims \$ .....0
1.63 Number of covered lives .....0
All years prior to most current three years:
1.64 Total premium earned \$ .....0
1.65 Total incurred claims \$ .....0
1.66 Number of covered lives .....0
1.7 Group policies:
Most current three years:
1.71 Total premium earned \$ .....0
1.72 Total incurred claims \$ .....0
1.73 Number of covered lives .....0
All years prior to most current three years:
1.74 Total premium earned \$ .....0
1.75 Total incurred claims \$ .....0
1.76 Number of covered lives .....0
2. Health Test:
1 2
Current Year Prior Year
2.1 Premium Numerator \$ .....250,893,320 \$ .....292,623,162
2.2 Premium Denominator \$ .....250,893,320 \$ .....292,623,162
2.3 Premium Ratio (2.1/2.2) .....1.000 .....1.000
2.4 Reserve Numerator \$ .....23,413,941 \$ .....35,719,043
2.5 Reserve Denominator \$ .....23,413,941 \$ .....35,719,043
2.6 Reserve Ratio (2.4/2.5) .....1.000 .....1.000
3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? Yes [ ] No [ X ]
3.2 If yes, give particulars:
4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes [ X ] No [ ]
4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes [ ] No [ X ]
5.1 Does the reporting entity have stop-loss reinsurance? Yes [ X ] No [ ]
5.2 If no, explain:
5.3 Maximum retained risk (see instructions)
5.31 Comprehensive Medical \$ .....210,000
5.32 Medical Only \$ .....
5.33 Medicare Supplement \$ .....
5.34 Dental and Vision \$ .....
5.35 Other Limited Benefit Plan \$ .....
5.36 Other \$ .....
6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:
7.1 Does the reporting entity set up its claim liability for provider services on a service date basis? Yes [ X ] No [ ]
7.2 If no, give details
8. Provide the following information regarding participating providers:
8.1 Number of providers at start of reporting year .....1,558
8.2 Number of providers at end of reporting year .....1,731
9.1 Does the reporting entity have business subject to premium rate guarantees? ..... Yes [ ] No [ X ]
9.2 If yes, direct premium earned:
9.21 Business with rate guarantees between 15-36 months .....
9.22 Business with rate guarantees over 36 months .....

GENERAL INTERROGATORIES  
PART 2 - HEALTH INTERROGATORIES

- 10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts?

Yes [ X ] No [ ]
- 10.2 If yes:

10.21 Maximum amount payable bonuses\$.....

10.22 Amount actually paid for year bonuses\$.....

10.23 Maximum amount payable withholds\$.....93,732

10.24 Amount actually paid for year withholds\$.....
- 11.1 Is the reporting entity organized as:

11.12 A Medical Group/Staff Model,Yes [ ] No [ X ]

11.13 An Individual Practice Association (IPA), or,Yes [ ] No [ X ]

11.14 A Mixed Model (combination of above) ?Yes [ X ] No [ ]
- 11.2 Is the reporting entity subject to Statutory Minimum Capital and Surplus Requirements?

Yes [ X ] No [ ]
- 11.3 If yes, show the name of the state requiring such minimum capital and surplus.

MICHIGAN.....
- 11.4 If yes, show the amount required.

\$.....18,791,966
- 11.5 Is this amount included as part of a contingency reserve in stockholder's equity?

Yes [ ] No [ X ]
- 11.6 If the amount is calculated, show the calculation

200% of RBC authorized control level is required (9,395,983 x 2 = 18,791,966)
12. List service areas in which reporting entity is licensed to operate:

1
Name of Service Area
REGION 8 WHICH INCLUDES ALL COUNTIES IN MICHIGAN'S UPPER PENINSULA. REGION 1 FOR HEALTHY MIGHICHAN PLAN, WHICH ALSO INCLUDES ALL COUNTIES IN MICHIGAN'S UPPER PENINSULA.....
.....
.....
.....
.....

- 13.1 Do you act as a custodian for health savings accounts?

Yes [ ] No [ X ]
- 13.2 If yes, please provide the amount of custodial funds held as of the reporting date.

\$.....
- 13.3 Do you act as an administrator for health savings accounts?

Yes [ ] No [ X ]
- 13.4 If yes, please provide the balance of the funds administered as of the reporting date.

\$.....
- 14.1 Are any of the captive affiliates reported on Schedule S, Part 3 as authorized reinsurers?

Yes [ ] No [ N/A [ X ]
- 14.2 If the answer to 14.1 is yes, please provide the following:

1	2	3	4	Assets Supporting Reserve Credit		
				5	6	7
Company Name	NAIC Company Code	Domiciliary Jurisdiction	Reserve Credit	Letters of Credit	Trust Agreements	Other

15. Provide the following for Individual ordinary life insurance\* policies (U.S. business Only) for the current year:

15.1 Direct Premium Written (prior to reinsurance ceded)\$.....

15.2 Total incurred claims\$.....

15.3 Number of covered lives.....

*Ordinary Life Insurance Includes
Term (whether full underwriting, limited underwriting, jet issue, "short form app")
Whole Life (whether full underwriting, limited underwriting, jet issue, "short form app")
Variable Life (with or without Secondary Guarantee)
Universal Life (with or without Secondary Guarantee)
Variable Universal Life (with or without Secondary Guarantee)

16. Is the reporting entity licensed or chartered, registered, qualified, eligible or writing business in at least two states? .....

Yes [ ] No [ X ]
- 16.1 If no, does the reporting entity assume reinsurance business that covers risks residing in at least one state other than the state of domicile of the reporting entity? .....

Yes [ ] No [ X ]

FIVE - YEAR HISTORICAL DATA

	1 2018	2 2017	3 2016	4 2015	5 2014
<b>Balance Sheet</b> (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28) .....	97,591,294	94,472,258	82,642,784	77,438,245	46,194,185
2. Total liabilities (Page 3, Line 24) .....	41,850,363	39,320,433	37,957,787	41,176,495	22,686,918
3. Statutory minimum capital and surplus requirement .....	18,791,966	19,369,542	18,196,390	15,420,516	9,491,066
4. Total capital and surplus (Page 3, Line 33) .....	55,740,931	55,151,825	44,684,997	36,261,750	23,507,265
<b>Income Statement</b> (Page 4)					
5. Total revenues (Line 8) .....	254,392,784	292,798,610	283,602,602	248,058,202	150,403,761
6. Total medical and hospital expenses (Line 18) .....	222,448,705	263,537,097	245,734,803	209,081,564	128,365,246
7. Claims adjustment expenses (Line 20) .....	5,390,585	1,626,829	1,576,489	1,357,156	1,140,338
8. Total administrative expenses (Line 21) .....	17,002,586	16,517,675	27,829,621	24,713,442	16,445,926
9. Net underwriting gain (loss) (Line 24) .....	9,550,908	11,117,009	8,461,689	12,906,040	4,452,251
10. Net investment gain (loss) (Line 27) .....	1,317,224	842,950	415,108	167,312	111,682
11. Total other income (Lines 28 plus 29) .....	0	0	0	0	0
12. Net income or (loss) (Line 32) .....	10,868,132	11,959,959	8,876,797	13,073,352	4,563,933
<b>Cash Flow</b> (Page 6)					
13. Net cash from operations (Line 11).....	1,025,776	13,583,088	(1,643,361)	29,077,891	14,264,053
<b>Risk-Based Capital Analysis</b>					
14. Total adjusted capital.....	55,740,931	55,151,825	44,684,997	36,261,750	23,507,265
15. Authorized control level risk-based capital.....	9,395,983	9,684,771	9,098,195	7,711,017	4,745,623
<b>Enrollment</b> (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7) .....	48,878	48,579	47,852	47,112	40,097
17. Total members months (Column 6, Line 7) .....	590,677	588,689	566,438	544,609	448,122
<b>Operating Percentage</b> (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3, and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5) .....	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19) .....	88.7	90.1	86.6	84.4	85.4
20. Cost containment expenses .....	1.2	0.2	0.2	0.2	0.0
21. Other claims adjustment expenses .....	0.9	0.3	0.4	0.4	0.7
22. Total underwriting deductions (Line 23) .....	97.6	96.3	97.0	94.9	97.1
23. Total underwriting gain (loss) (Line 24) .....	3.8	3.8	3.0	5.2	3.0
<b>Unpaid Claims Analysis</b>					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5) .....	19,448,194	29,045,601	30,707,234	15,962,510	10,657,144
25. Estimated liability of unpaid claims – [prior year (Line 13, Col. 6)] .....	33,967,416	34,721,253	34,893,058	20,850,704	11,805,586
<b>Investments In Parent, Subsidiaries and Affiliates</b>					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1) .....	0	0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Col. 1) .....	0	0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 24, Col. 1) .....	0	0	0	0	0
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10) .....	0	0	0	0	0
30. Affiliated mortgage loans on real estate .....	0	0	0	0	0
31. All other affiliated .....	0	0	0	0	0
32. Total of above Lines 26 to 31.....	0	0	0	0	0
33. Total investment in parent included in Lines 26 to 31 above .....					

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3 - Accounting Changes and Correction of Errors?.....Yes [ ] No [ ]

If no, please explain

.....

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

			1	Direct Business Only							
				2	3	4	5	6	7	8	9
State, Etc.			Active Status (a)	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Plan Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	N							0	0
2.	Alaska	AK	N							0	0
3.	Arizona	AZ	N							0	0
4.	Arkansas	AR	N							0	0
5.	California	CA	N							0	0
6.	Colorado	CO	N							0	0
7.	Connecticut	CT	N							0	0
8.	Delaware	DE	N							0	0
9.	District of Columbia	DC	N							0	0
10.	Florida	FL	N							0	0
11.	Georgia	GA	N							0	0
12.	Hawaii	HI	N							0	0
13.	Idaho	ID	N							0	0
14.	Illinois	IL	N							0	0
15.	Indiana	IN	N							0	0
16.	Iowa	IA	N							0	0
17.	Kansas	KS	N							0	0
18.	Kentucky	KY	N							0	0
19.	Louisiana	LA	N							0	0
20.	Maine	ME	N							0	0
21.	Maryland	MD	N							0	0
22.	Massachusetts	MA	N							0	0
23.	Michigan	MI	L		98,787,082	152,608,314				251,395,396	0
24.	Minnesota	MN	N							0	0
25.	Mississippi	MS	N							0	0
26.	Missouri	MO	N							0	0
27.	Montana	MT	N							0	0
28.	Nebraska	NE	N							0	0
29.	Nevada	NV	N							0	0
30.	New Hampshire	NH	N							0	0
31.	New Jersey	NJ	N							0	0
32.	New Mexico	NM	N							0	0
33.	New York	NY	N							0	0
34.	North Carolina	NC	N							0	0
35.	North Dakota	ND	N							0	0
36.	Ohio	OH	N							0	0
37.	Oklahoma	OK	N							0	0
38.	Oregon	OR	N							0	0
39.	Pennsylvania	PA	N							0	0
40.	Rhode Island	RI	N							0	0
41.	South Carolina	SC	N							0	0
42.	South Dakota	SD	N							0	0
43.	Tennessee	TN	N							0	0
44.	Texas	TX	N							0	0
45.	Utah	UT	N							0	0
46.	Vermont	VT	N							0	0
47.	Virginia	VA	N							0	0
48.	Washington	WA	N							0	0
49.	West Virginia	WV	N							0	0
50.	Wisconsin	WI	N							0	0
51.	Wyoming	WY	N							0	0
52.	American Samoa	AS	N							0	0
53.	Guam	GU	N							0	0
54.	Puerto Rico	PR	N							0	0
55.	U.S. Virgin Islands	VI	N							0	0
56.	Northern Mariana Islands	MP	N							0	0
57.	Canada	CAN	N							0	0
58.	Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59.	Subtotal		XXX	0	98,787,082	152,608,314	0	0	0	251,395,396	0
60.	Reporting entity contributions for Employee Benefit Plans		XXX							0	
61.	Total (Direct Business)		XXX	0	98,787,082	152,608,314	0	0	0	251,395,396	0
DETAILS OF WRITE-INS											
58001.			XXX								
58002.			XXX								
58003.			XXX								
58998.	Summary of remaining write-ins for Line 58 from overflow page		XXX	0	0	0	0	0	0	0	0
58999.	Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)		XXX	0	0	0	0	0	0	0	0

(a) Active Status Counts  
L – Licensed or Chartered – Licensed insurance carrier or domiciled RRG 1 R – Registered – Non-domiciled RRGs 0  
E – Eligible – Reporting entities eligible or approved to write surplus lines in the state 0 Q – Qualified – Qualified or accredited reinsurer 0  
N – None of the above – Not allowed to write business in the state lines in the state 56

(b) Explanation of basis of allocation of premiums by states, etc.  
All of our members reside in the same jurisdiction and we are only licensed in Michigan. Therefore we do not allocate premiums to any other state.

ANNUAL STATEMENT FOR THE YEAR 2018 OF THE UPPER PENINSULA HEALTH PLAN, LLC  
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 – ORGANIZATIONAL CHART

AMG-Logan, LLC  
AMG-Southern Tennessee, LLC  
AMG-Trinity, LLC  
Andalusia Physician Practices, LLC  
Andalusia Professional Services, LLC  
Athens Physicians Practice, LLC  
Athens Regional Medical Center, LLC  
Athens Surgery Center Partner, LLC  
Athens Surgery Center, LLC  
Bell JV, LLC  
Bell Physician Practices, Inc.  
Clark Regional Physician Practices, LLC  
Community Hospital of Andalusia, LLC  
Community Medical, LLC  
Community-Based Services, LLC  
Crockett Hospital, LLC  
Crockett PHO, LLC  
Danville Diagnostic Imaging Center, LLC  
Danville Physician Practices, LLC  
Danville Regional Medical Center, LLC  
Danville Regional Medical Center School of Health Professions, LLC  
Gateway Health Alliance, Inc.  
Memorial Hospital of Martinsville & Henry County Ambulatory Surgery Center, LLC  
Two Rivers Physician Practices, LLC  
DLP Partner, LLC  
DLP Healthcare, LLC  
DLP Marquette Holding Company, LLC  
DLP Marquette Health Plan, LLC  
Upper Peninsula Health Plan, LLC  
Upper Peninsula Managed Care, LLC  
DLP Marquette General Hospital, LLC  
DLP Marquette JV, LLC  
U.P. Imaging Management Services, LLC  
DLP Marquette Physician Practices, Inc.  
DLP Cardiac Partners, LLC  
DLP Central NC Holding Company, LLC  
DLP Central Carolina Medical Center, LLC

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- DLP Central Carolina Family Medicine, LLC
- DLP Central Carolina Medical Group, LLC
- DLP Central Carolina Physician Practices, LLC
- DLP Central NC JV, LLC
- DLP Frye Regional Medical Center, LLC
  - DLP Cardiology Associates, LLC
  - DLP Cardiology Physicians, LLC
  - DLP Frye Medical Group, LLC
  - DLP Frye Regional Physician Practices, LLC
  - DLP Graystone Family Practice Associates, LLC
  - DLP Hickory Family Practice Associates, LLC
  - Guardian Health Service, L.L.C.
- DLP Conemaugh Holding Company, LLC
  - DLP Conemaugh JV, LLC
  - DLP Conemaugh Memorial Medical Center, LLC
  - DLP Conemaugh Meyersdale Medical Center, LLC
  - DLP Conemaugh Miners Medical Center, LLC
  - DLP Conemaugh Physician Practices, LLC
- DLP Good Shepherd Holding Company, LLC
  - DLP Good Shepherd JV, LLC
  - DLP Gregg County Hospital, LLC
  - DLP Marshall Medical Center, LLC
- DLP Harris JV, LLC
- DLP Harris Regional Hospital, LLC
  - DLP Western Carolina Physician Practices, LLC
- DLP Haywood Regional Medical Center, LLC
- DLP Maria Parham Medical Center, LLC
  - DLP Maria Parham Physician Practices, LLC
- DLP Person Memorial Hospital, LLC
  - DLP Person Physician Practices, LLC
  - DLP Person Urgent Care, LLC
- DLP Rutherford Regional Health System, LLC
  - DLP Rutherford Physician Practices, LLC
- DLP Swain County Hospital, LLC
- DLP Twin County Holding Company, LLC
  - DLP Twin County Physician Practices, LLC
  - DLP Twin County Regional Healthcare, LLC



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PART 1 – ORGANIZATIONAL CHART

40.2

- DLP Wilson Holding Company, LLC
    - DLP WilMed Nursing Care and Rehabilitation Center, LLC
    - DLP Wilson Medical Center, LLC
      - DLP Wilson Physician Practices, LLC
    - Duke Quality Network, Inc.
  - DLP Partner Central Carolina, LLC
  - DLP Partner Conemaugh, LLC
  - DLP Partner Frye, LLC
  - DLP Partner Marquette, LLC
  - DLP Partner MedWest, LLC
  - DLP Partner Twin County, LLC
  - DLP Partner Wilson Rutherford, LLC
  - Fauquier Partner, LLC
    - Fauquier Holding Company, LLC
      - Fauquier Diagnostic Imaging Center, LLC
      - Fauquier Long-Term Care, LLC
      - Fauquier Medical Center, LLC
      - Fauquier Physician Practices, LLC
  - Georgetown Rehabilitation, LLC
  - HDP Andalusia, LLC
  - HDP Georgetown, LLC
  - Hillside Hospital, LLC
  - HSC Manager, LLC
  - Kansas Healthcare Management Company, Inc.
    - Kansas Healthcare Management Services, LLC
  - Kansas Healthcare Management Services, LLC
  - Kentucky Hospital, LLC
  - Kentucky Medserv, LLC
  - Kentucky Physician Services, Inc.
- LifePoint Medical Group – Hillside, Inc.
- AMG-Hillside, LLC
- LifePoint of Kentucky, LLC
- Bourbon Community Hospital, LLC
  - Bourbon Physician Practice, LLC
  - Buffalo Trace Radiation Oncology Associates, LLC

LHSC, LLC

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Fleming Medical Center, LLC  
Georgetown Community Hospital, LLC  
HCK Logan Memorial, LLC  
Kentucky MSO, LLC  
Logan Memorial Hospital, LLC  
Meadowview Physician Practice, LLC  
Meadowview Regional Medical Center, LLC  
PineLake Physician Practice, LLC  
PineLake Regional Hospital, LLC  
R. Kendall Brown Practice, LLC  
Silechnik Practice, LLC  
Woodford Hospital, LLC  
Logan Physician Practice, LLC  
LifePoint of Lake Cumberland, LLC  
LCMC PET, LLC  
Somerset Surgery Partner, LLC  
Lake Cumberland Surgery Center, LP  
Lake Cumberland Cardiology Associates, LLC  
Lake Cumberland Physician Practices, LLC  
LCMC MRI, LLC  
Lake Cumberland Regional Hospital, LLC  
Lake Cumberland Regional Physician Hospital Organization, LLC  
LifePoint RC, Inc.  
Livingston Regional Hospital, LLC  
Logan Medical, LLC  
Meadowview Rights, LLC  
Nason Medical Center, LLC  
Nason Physician Practices, LLC  
Northwest Medical Center-Winfield, LLC  
Norton Partner, LLC  
The Regional Health Network of Kentucky and Southern Indiana, LLC  
RHN Clark Memorial Hospital, LLC  
RHN Clark Memorial Physician Practices, LLC  
RHN Scott Memorial Hospital, LLC  
RHN Scott Physician Practices, LLC  
NWMC-Winfield Hospitalist Physicians, LLC  
NWMC-Winfield Physician Practices, LLC

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OmniPoint Surgical Associates, LLC

Piedmont Partner, LLC

Portage Holding Company, LLC

    PH Copper Country Apothecaries, LLC

    Portage Hospital, LLC

        Portage Calumet MOB, LLC

    Portage JV, LLC

        Ontonagon Community Health Center, Inc.

        Upper Peninsula Health Plan, LLC

        Upper Peninsula Managed Care, LLC

    Portage Physician Practices, Inc.

Portage Partner, LLC

Professional Billing Services, LLC

Providence Holding Company, LLC

    Providence Group Practices, LLC

    Providence Group Practices II, LLC

    Providence Hospital, LLC

        PERS Legacy, LLC

        Providence Imaging Center, LLC

        Providence Professional Services, LLC

    Providence Physician Practices, LLC

River Parishes Hospital, LLC

River Parishes Partner, LLC

River Parishes Physician Practices, LLC

Riverview Medical Center, LLC

Riverview Physician Practices, LLC

Rockdale Clinically Integrated Medical Care Organization, LLC

Rockdale Hospital, LLC

Rockdale Physician Practices, LLC

Smith County Memorial Hospital, LLC

Southern Tennessee EMS, LLC

Southern Tennessee Medical Center, LLC

Southern Tennessee PHO, LLC

Spring View Hospital, LLC

Spring View Physician Practices, LLC

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Springhill Medical Center, LLC  
St. Francis Affiliated Services, LLC  
St. Francis Health, LLC  
St. Francis Physician Practices, LLC  
Sumner Physician Practices, LLC  
Sumner Real Estate Holdings, LLC  
Sumner Regional Medical Center, LLC  
    SST Community Health, L.L.C.  
THM Physician Practice, LLC  
Trousdale Medical Center, LLC  
Trousdale Physician Practices, LLC  
Ville Platte Medical Center, LLC  
Watertown Partner, LLC  
    Watertown Holding Company, LLC  
        Watertown JV, LLC  
            Watertown Network, LLC  
            Watertown Medical Center, LLC  
            Watertown Physician Practices, LLC  
Wythe County Community Hospital, LLC  
Wythe County Physician Practices, LLC  
LifePoint NMTC, LLC  
LifePoint PSO, LLC  
Logan General Hospital, LLC  
    Logan Healthcare Partner, LLC  
My HealthPoint, LLC  
Poitras Practice, LLC  
Riverton Memorial Hospital, LLC  
Riverton Oncology Practice, LLC  
Riverton Physician Practices, LLC  
Shared Business Services, LLC  
Western Plains Regional Hospital, LLC  
    Dodge City Healthcare Group, LLC  
        Western Plains Physician Practices, LLC  
Capella Health Holdings, LLC  
    Capella Holdings, LLC  
        Auriga Insurance Group  
        Capella Healthcare, LLC

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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
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Capella DISCO, LLC  
Carolina Pines Holdings, LLC  
    Hartsville Medical Group, LLC  
    Hartsville, LLC  
CMCH Holdings, LLC  
    Capital Medical Center Holdings, LLC  
        Capital Medical Center Specialty Physicians, LLC  
        Capital Medical Center Partner, LLC  
            Columbia Capital Medical Center Limited Partnership  
                Capital Medical Center Physicians, LLC  
                Capital Medical Center Specialty Physicians, LLC  
        Columbia Olympia Management, Inc.  
            Columbia Capital Medical Center Limited Partnership  
            Western Washington Healthcare, LLC  
        WPC Holdco, LLC  
            Columbia Capital Medical Center Limited Partnership  
            Capital Medical Center Physicians, LLC  
            Capital Medical Health Solutions, LLC  
Kershaw Health Holdings, LLC  
    Kershaw Anesthesia, LLC  
    Kershaw Clinics, LLC  
    Kershaw Hospital, LLC  
    KershawHealth Ambulatory Surgery Center, LLC  
    KershawHealth Cancer Center, LLC  
Lawton Holdings, LLC  
    Lawton Surgery Investment Company, LLC  
    Southwestern Medical Center, LLC  
    Southwestern Neurosurgery Physicians, LLC  
    Southwestern Physician Services, LLC  
    Southwestern Radiology Affiliates, LLC  
    Southwestern Surgical Affiliates, LLC  
Lourdes Holdings, LLC  
    Lourdes Hospital, LLC  
    Lourdes Physician Services, LLC  
Midlands HealthOne Network, LLC  
Muskogee Holdings, LLC  
    Capella Holdings of Oklahoma, LLC

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Muskogee Medical and Surgical Associates, LLC  
Muskogee Physician Group, LLC  
Muskogee Regional Medical Center, LLC  
Providence MRI Associates, L.L.C.  
Providence Radiologic Services, L.C.  
NPMC Holdings, LLC  
Arkansas Healthcare Services, LLC  
Hot Springs Imaging Center, LLC  
Hot Springs National Park Hospital Holdings, LLC  
National Park Real Property, LLC  
National Park Cardiology Services, LLC  
National Park Endoscopy Center, LLC  
National Park Family Care, LLC  
National Park GI Services, LLC  
NPMC, LLC  
Oregon Healthcorp, LLC  
McMinnville Immediate Health Care, LLC  
Willamette Valley Clinics, LLC  
Willamette Valley Health Solutions, LLC  
Willamette Valley Medical Center, LLC  
RCCH-Northwest, LLC  
RCCH-UW Medicine Healthcare Holdings, LLC  
CCMC Holdco, LLC  
RCCH PMDS, LLC  
RCCH Trios Health Holdings, LLC  
RCCH Trios Health, LLC  
RCCH Trios Physicians, LLC  
Saline County Hospital, LLC  
St. Joseph Holdings, LLC  
St. Joseph Hospital, LLC  
SJRMC Interventional Radiology Services, LLC  
St. Joseph Physician Services, LLC  
St. Mary’s Holdings, LLC  
Russellville Holdings, LLC  
St. Mary’s Real Property, LLC  
Saint Mary’s Primary Care Network, LLC  
St. Mary’s Physician Services, LLC

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Saline County Medical Center Joint Venture, LLC  
Saline Clinics, LLC  
Saline Hospital, LLC  
Legacy LifePoint Health, Inc.  
LifePoint Acquisition Corp.  
LifePoint VA Holdings, Inc.  
Clinch Professional Physician Services, LLC  
Clinch Valley Medical Center, Inc.  
Clinch Valley Physicians Associates, LLC  
Clinch Valley Pulmonology, LLC  
Clinch Valley Urology, LLC  
Orthopedics of Southwest Virginia, LLC  
LifePoint WV Holdings, Inc.  
Raleigh General Hospital, LLC  
Zone, Incorporated  
West Virginia Management Services Organization, Inc.  
RCHP, LLC  
RCHP Management Company, Inc.  
RegionalCare Hospital Partners, Inc.  
Essent Healthcare, Inc.  
EHCO, LLC  
Essent Healthcare of Massachusetts, Inc.  
Essent Haverhill Healthcare Group, Inc.  
Essent DISCO, LLC  
Essent Healthcare – Ayer, Inc.  
Essent – Ayer Healthcare Group, Inc.  
Essent Healthcare – Paris, Inc.  
EHC PRMC G.P., LLC  
Essent PRMC, L.P.  
Texas & Oklahoma Preferred Provider System  
EHC PRMC L.P., LLC  
Essent PRMC, L.P.  
Lamar County Clinical Services, Inc.  
PRMC ER Group, Inc.  
PRMC Healthcare Group, Inc.  
Essent Healthcare – Pennsylvania, Inc.  
Essent Healthcare – Waynesburg, LLC

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SRMC Healthcare Group, LLC  
Essent Realty, Inc.  
Sharon Hospital Holding Company  
Essent Healthcare of Connecticut, Inc.  
Florence Physicians, LLC  
ECM Health Group, LLC  
ECM TVCC, LLC  
North Alabama Neuroservices, LLC  
North Alabama Ob-Gyn, LLC  
Shoals Health Group, LLC  
Shoals Obstetrics and Gynecology, LLC  
North Alabama RCO Holding Company, LLC  
My Care Alabama, Inc.  
Northwest Alabama Cancer Care, LLC  
RCHP-Clinical Trials, LLC  
RCHP DISCO, LLC  
RCHP-Florence, LLC  
Florence-UCC, LLC  
Med-Plus Muscle Shoals, LLC  
Northwest Alabama Emergency Medicine, LLC  
RCHP-McCurtain Memorial Holdings, LLC  
RCHP-Montana, LLC  
Billings-RCHP Healthcare Holdings, LLC  
RCHP-Ottumwa Holdings, Inc.  
Ottumwa Physicians, LLC  
Ottumwa ER, LLC  
Ottumwa Health Group, LLC  
RCHP-Ottumwa, LLC  
Collaborative Laboratory Services, L.L.C.  
RRL Ottumwa, LLC  
RCHP-Sierra Vista Holding, Inc.  
RCHP-Sierra Vista, Inc.  
RCHP-Sierra Vista Residents, LLC  
RCHP-Sierra Vista Development, LLC  
RCHP-Sierra Vista Medical Office Complex, LLC  
RCHP-Sierra Vista Physicians Holdings, LLC  
RCHP-Sierra Vista Properties, LLC



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Sierra Vista Regional Health Center Medical Group, L.L.C.  
RCHP-Wilmington, LLC  
Clinton Memorial Residency, LLC  
Wilmington Physicians Holdings, LLC  
Clinton County Outpatient Surgery, LLC  
Wilmington Physicians Group, LLC

RegionalCare AR, LLC

Apollo Fund Administration VIII, LLC

Apollo Capital Management IX, LLC  
Apollo Advisors IX, L.P.  
Apollo Investment Fund IX, L.P.  
Apollo Overseas Partners (Delaware) IX, L.P.  
Apollo Overseas Partners (Delaware 892) IX, L.P.  
Apollo Overseas Partners IX, L.P.  
Apollo Overseas Partners (I) IX, L.P.  
Apollo Co-Investors IX (B), L.P.  
Apollo Investment Fund (I) IX, L.P.  
Apollo Co-Investors IX (C), L.P.  
Apollo Overseas Partners (Lux) IX GP, S.a r.l.  
Apollo Overseas Partners (Lux) IX, SCSp  
Apollo Fund Administration IX, LLC  
Apollo Advisors IX (EH), S.a r.l.

AGRE CMBS GP II LLC

2012 CMBS-I GP LLC  
2012 CMBS-I Fund, L.P.

2012 CMBS-II GP LLC  
2012 CMBS-II Fund, L.P.

2012 CMBS III GP LLC  
2012 CMBS-III Fund, L.P.

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AGRE CMBS GP LLC

Apollo ANRP Capital Management, LLC  
    Apollo ANRP Advisors, L.P.  
        Apollo ANRP Fund Administration, LLC  
        Apollo Natural Resources Partners, L.P.

Apollo ANRP Capital Management II, LLC  
    Apollo ANRP Advisors II, L.P.  
        Apollo Natural Resources Partners II, L.P.  
        Apollo ANRP Co-Investors II (B), L.P.

Apollo Hybrid Value Capital Management, LLC  
    Apollo Hybrid Value Advisors, L.P.  
        Apollo HVF Co-Investors (B), L.P.  
        Apollo HVF Co-Investors (C), L.P.  
        Apollo Hybrid Value Overseas Partners (Lux) GP, S.a r.l.  
            Apollo Hybrid Value Overseas Partners (Lux), SCSp  
        Apollo Hybrid Value Overseas Partners (Delaware 892), L.P.  
        Apollo Hybrid Value Overseas Partners, L.P.  
        Apollo Hybrid Value Fund, L.P.  
        AA Direct GP, LLC  
            AA Direct, L.P.

Apollo Converse Co-Investors, LLC

VA Capital Company, LLC  
    Venerable Holdings, Inc.  
        Voya Insurance and Annuity Company  
            Rocky Range, Inc.  
        Directed Services, LLC  
        VIAC Services Company

VA Capital Management CIV GP, LLC  
    VA Capital Management Co-Investors, L.P.

Apollo ANRP Capital Management III, LLC  
    Apollo ANRP Advisors III, L.P.  
        Apollo Natural Resources Partners (Lux) III GP, S.a r.l.

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Apollo Natural Resources Partners (Lux) III, SCSp  
Apollo Natural Resources Partners III, L.P.  
Apollo ANRP Advisors III (P2), L.P.  
Apollo Natural Resources Partners (P2) III, L.P.

Apollo Principal Holdings III GP, Ltd.  
Apollo Principal Holdings III, L.P.  
Apollo Administration GP Ltd.  
Stanhope Life Advisors, L.P.

APH III (Sub I), Ltd.  
APH Holdings, L.P.  
Apollo Advisors IX (EH-GP), LLC  
Apollo Advisors IX (EH), L.P.  
Harvest Holdings II GP, LLC  
Harvest Holdings II (C), L.P.  
Harvest Holdings II (V), L.P.  
Karpos Investments II (C), L.P.  
Karpos Investments II (V), L.P.

Apollo Infra Equity Advisors (IH-GP), LLC  
Apollo Infra Equity Advisors (IH UT), L.P.  
Apollo Infra Equity Advisors (IH), L.P.  
Apollo Infra Equity International Fund, L.P.  
Apollo Infra Equity Feeder Fund (TE Debt), L.P.

Apollo U.S. Real Estate Advisors III, L.P.  
Apollo U.S. Real Estate Partners III (Offshore), L.P.  
Apollo U.S. Real Estate Partners III (TE), L.P.  
Apollo U.S. Real Estate Fund III, L.P.

Apollo Advisors V (EH), LLC

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Apollo Advisors V (EH Cayman), L.P.  
Apollo Advisors VI (EH-GP), Ltd.  
    Apollo Advisors VI (EH), L.P.  
Apollo Advisors VII (EH-GP), Ltd.  
    Apollo Advisors VII (EH), L.P.  
Apollo Advisors VIII (EH-GP), Ltd.  
    Apollo Advisors VIII (EH), L.P.  
        Apollo Co-Investors VIII (EH-E), L.P.

Apollo ANRP Advisors (IH-GP), LLC  
    Apollo ANRP Advisors (IH), L.P.

Financial Credit I Capital Management, LLC  
    Financial Credit Investment Advisors I, L.P.  
        Financial Credit Investment I, L.P.

Financial Credit II Capital Management, LLC  
    Financial Credit Investment Advisors II, L.P.  
        Financial Credit Investment II, L.P.

Financial Credit III Capital Management, LLC  
    Financial Credit Investment Advisors III, L.P.  
        Financial Credit Investment III, L.P.

Financial Credit IV Capital Management, LLC  
    Financial Credit Investment Advisors IV, L.P.  
        Financial Credit Investment IV, L.P.  
        Financial Credit Investment (PF) IV, L.P.

AAA Guernsey Limited  
    AP Alternative Assets, L.P.

AAA MIP Limited  
    AAA Associates, L.P.  
        AAA Investments (Co-Invest VI), L.P.

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AAA Investments (Other), L.P.  
AAA Investments, L.P.  
    AAA Guarantor – Athene, L.P.  
        Athene Holding Ltd.  
            Athene Bermuda Employment Company, Ltd.  
            Athene IP Holding, Ltd.  
                Athene IP Development Ltd.  
            Athene Life Re Ltd.  
                Acra Re II Ltd.  
                A-A Onshore Fund, LLC  
                Athene Securities, L.L.C.  
                Athene USA Corporation  
                    Athene Annuity Re, Ltd.  
                    Athene Employee Services LLC  
                    ACM Trademarks, L.L.C.  
                    ARPH (Headquarters Building), LLC  
                    Athene Assignment Corporation  
                    Athene London Assignment Corporation  
                    A-A Onshore Fund, LLC  
                    Athene Noctua, LLC  
                    Athene Annuity & Life Assurance Company  
                        AADE RML, LLC  
                        P.L. Assigned Services, Inc.  
                        Athene Annuity and Life Company  
                            AAIA RML 3S26 MASSEY FORD, LLC  
                            AAIA RML, LLC  
                            AREI (Cedar Valley), LLC  
                            AREI (Interpark), LLC  
                            AREI (BLM-NV), LLC  
                            AREI (US Forest-WY), LLC  
                            AREI (Norwood-TX), LLC  
                            AREI (CPB), LLC  
                            Athene Securities, L.L.C.  
                            Centralife Annuities Service, Inc.

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Athene Annuity & Life Assurance Company of New York  
Athene Life Insurance Company of New York  
Structured Annuity Reinsurance Company  
Athene Re USA IV, Inc.

Athora Holding Ltd.  
Athora UK Services Ltd.  
Athora Ireland Services Limited  
Athora Bermuda Services Ltd.  
Athora IP Company Ltd.  
Athora MEP Ltd.  
Athora Europe Holding (Bermuda) Ltd.  
Athora Europe Holding Limited

Athora Life Re Ltd.  
Athora Ireland plc  
Athora Lux Invest S.C.Sp  
Athora Europe Investments DAC  
Athora Lux Invest S.C.Sp  
Athora Deutschland Verwaltungs GmbH  
Athora Deutschland Holding GmbH & Co. KG  
Athora Deutschland GmbH  
Athora Pensionkasse AG  
Athora Deutschland Service GmbH  
Athora Lux Invest Management S.a.r.l  
Athora Lebensversicherung AG  
Athora Real Estate (Lux) S.C.Sp  
Athora Real Estate Finance GP, LLC  
Athora Real Estate Finance, L.P.  
Athora Real Estate (Lux) Services S.a.r.l.  
Athene Real Estate Management Company S.a.r.l.

AAA Life Re Carry, L.P.

Apollo SPN Capital Management, LLC

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Apollo SPN Advisors, L.P.  
Apollo SPN Investments I, L.P.

Delaware Rose GP L.L.C.  
Apollo Rose GP, L.P.  
Apollo Rose II (A), L.P.  
Apollo Rose II (B), L.P.  
Apollo Rose II (C), L.P.  
Apollo Rose II (D), L.P.  
Apollo Rose II (E), L.P.  
Apollo Rose II (F), L.P.  
Apollo Rose II (G), L.P.  
Apollo Rose II (I), L.P.

Catalina Holdings (Bermuda) Ltd.  
Avalon Sports Finance Limited  
Catalina Echo Limited  
Residential Loss Control Holdings LLC

Home Construction Management Inc  
National Home Insurance Company  
ProBuilders Specialty Insurance Company, RRG  
Glacier Reinsurance AG

Catalina Foxtrot Holdings Limited  
Catalina Insurance Ireland dac  
Catalina ORE Ltd  
Oxenwood Capital LP  
Oxenwood Real Estate Capital LP  
Oxenwood Real Estate LLP

Catalina Alpha Ltd  
Alea Group Holdings (Bermuda) Ltd.  
FIN LLC  
Alea Holdings US Company  
Alea North America Insurance Co

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SPARTA Insurance Company  
Catalina US Insurance Services LLC  
National American Insurance Company of California  
Danielson National Insurance Company  
QLT Buffalo LLC  
AHUSCO Statutory Trusts I  
AHUSCO Statutory Trusts II  
AHUSCO Statutory Trusts III  
Catalina General Insurance Ltd.  
Alea Services AG  
Catalina Oxenwood European Investments Ltd  
Oxenwood Catalina III Limited  
Oxenwood Catalina Germany Holdco S.à.r.l.  
Oxenwood Catalina (Germany I) S.à.r.l.  
Oxenwood Catalina (Germany II) S.à.r.l.  
Oxenwood Catalina (Germany III) S.à.r.l.  
Oxenwood Catalina (Germany IV) S.à.r.l.  
Oxenwood Catalina (Germany V) S.à.r.l.  
Catalina Permian Ltd  
Propco (Swansea) Limited  
Catalina Oxenwood Investments Ltd  
OXW Catalina (Logistics X) Limited  
OXW Catalina (Logistics XI) Limited  
OXW Catalina (Logistics XII) Limited  
Oxenwood Catalina Limited  
Oxenwood Catalina MidCo Limited  
Oxenwood Catalina II Limited  
Oxenwood Catalina II MidCo Limited  
Catalina Holdings UK Limited  
Catalina Worthing Insurance Limited  
Downlands Liability Management Ltd  
Catalina Services UK Limited  
Catalina London Limited



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AGF Insurance Limited

Apollo Rose II Co-Investors (H), L.P.

Apollo Principal Holdings V GP, LLC  
Apollo Principal Holdings V, L.P.  
APH Holdings, L.P.

APO (FC), LLC  
Apollo Principal Holdings VII GP, Ltd.  
Apollo Principal Holdings VII, L.P.  
APH Holdings (FC), L.P.  
Apollo European Credit Co-Investors, LLC  
Apollo European Strategic Co-Investors, LLC  
Apollo COF Investor, LLC  
  
Apollo Europe Co-Investors III (D), LLC  
Apollo Energy Opportunity Co-Investors (D) LLC  
Apollo Energy Yield Co-Investors (D) LLC  
  
Redding Ridge Advisors LLC  
Redding Ridge Holdings LP  
Apollo Hercules Advisors GP, LLC  
Apollo Hercules Advisors, L.P.  
Apollo Hercules Partners, L.P.  
Apollo A-N Credit Advisors (APO FC-GP), LLC  
Apollo A-N Credit Advisors (APO FC Delaware), L.P.  
Apollo A-N Credit Fund (Delaware), L.P.  
Apollo Atlas Advisors (APO FC-GP), LLC  
Apollo Atlas Advisors (APO FC), L.P.  
Apollo Atlas Fund, LLC  
Apollo Atlas Master Fund, LLC  
  
ACC Advisors C, LLC  
Apollo Advisors VI (APO FC-GP), LLC

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Apollo Advisors VI (APO FC), L.P.  
Apollo Advisors VII (APO FC-GP), LLC  
Apollo Advisors VII (APO FC), L.P.  
Apollo ANRP Advisors (APO FC-GP), LLC  
Apollo ANRP Advisors (APO FC), L.P.  
Apollo AGRE Prime Co-Investors (D), LLC  
Apollo Oasis Advisors GP, LLC  
Apollo Oasis Advisors, L.P.  
Apollo Oasis Partners, L.P.  
Apollo Capital Efficient Advisors, LLC  
Apollo Hybrid Value Advisors (APO FC-GP), LLC  
Apollo Hybrid Value Advisors (APO FC), L.P.

Apollo Principal Holdings IX GP, Ltd.  
Apollo Principal Holdings IX, L.P.  
Apollo Asia Real Estate Co-Investors (FC-D), Ltd.  
AION Co-Investors (D) Ltd  
Apollo Structured Credit Recovery Co-Investors IV (D) LLC

Apollo Asia Real Estate Advisors GP, LLC  
Apollo Asia Real Estate Advisors, L.P.  
Apollo Asia Real Estate Fund, L.P.

Apollo Asia Real Estate AAC Advisors, L.P.  
Apollo Asia Real Estate AAC Fund, L.P.  
Apollo Asia Link Coinvestment Advisors, L.P.  
Apollo Asia Link Coinvestment Fund I, L.P.  
Apollo Asia Hurstville Co-Investment Advisors L.P.  
Apollo Asia Hurstville Co-Investment Fund L.P.

Apollo Athora Advisors GP, LLC  
Apollo Athora Advisors, L.P.

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Apollo HD Advisors GP, LLC  
    Apollo HD Advisors, L.P.  
        Athene HD Investor, L.P.  
            HD Finance Holdings Limited  
            HD Bidco Limited  
        Athora HD Investor, L.P.  
            HD Finance Holdings Limited

Apollo AGER Co-Investors Management, LLC  
    Apollo AGER Co-Investors (A-UK), L.P.  
    Apollo AGER Co-Investors (A), L.P.

Apollo Emerging Markets Fixed Income Strategies Advisors GP, LLC

Apollo European Long Short Advisors GP, LLC

Apollo Alternative Credit Long Short Advisors, LLC  
    Apollo Alternative Credit Long Short Fund, L.P.

Apollo SPN Capital Management (APO FC- GP), LLC  
    Apollo SPN Advisors (APO FC), L.P.

Apollo Credit Advisors I, LLC  
    Apollo/Palmetto Loan Portfolio, L.P.

Apollo Credit Advisors II, LLC

Apollo Credit Advisors III, LLC  
    Apollo/Palmetto Short-Maturity Loan Portfolio, L.P.

Apollo APC Capital Management, LLC  
    Apollo APC Advisors, L.P.

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A-A Asia Private Credit Fund (Feeder), L.P.  
Apollo Asia Private Credit Fund, L.P.  
Apollo Real Estate Europe (Lux) GP, S.a r.l.  
Apollo IPF Advisors, LLC  
India Property Fund, LP  
India Property Fund Cayman, L.P.  
India Property Fund, LLC  
India Property Fund II LP  
India Property Fund II Cayman LP  
India Property Fund Cayman PS, L.P.  
IPF II Co-Invest Cayman Master LP  
IPF II Co-Invest BPS Cayman LP  
IPF II Co-Invest Cayman LP  
India Property Fund II Cayman BPS, L.P.  
Apollo Tail Convexity Advisors, LLC

APH Holdings (FC), L.P.  
Apollo Europe Capital Management III, LLC  
Apollo Europe Advisors III, L.P.  
AP Investment Europe III, L.P.

Apollo Union Street Capital Management, LLC  
Apollo Union Street Advisors, L.P.  
Apollo Union Street Partners, L.P.

Apollo Energy Yield Advisors LLC

Apollo Energy Opportunity Advisors GP LLC  
Apollo Energy Opportunity Advisors LP  
Apollo Energy Opportunity Fund LP

Apollo Structured Credit Recovery Advisors III LLC  
Apollo Structured Credit Recovery Fund III LP

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Apollo Offshore Structured Credit Recovery Fund III Ltd.

Apollo EPF Capital Management, Limited

Apollo EPF II Capital Management, LLC

Apollo EPF Advisors II, L.P.

Apollo European Principal Finance Fund II (Dollar A), L.P.

Apollo European Principal Finance Fund II (Euro A), L.P.

Apollo European Principal Finance Fund II (Dollar B), L.P.

Apollo European Principal Finance Fund II (Master Dollar B), L.P.

Apollo European Principal Finance Fund II (Euro B), L.P.

Apollo European Principal Finance Fund II (Master Euro B), L.P.

Apollo EPF III Capital Management, LLC

Apollo EPF Advisors III, L.P.

Apollo European Principal Finance Fund III (Dollar A), L.P.

Apollo European Principal Finance Fund III (Master Dollar B), L.P.

Apollo European Principal Finance Fund III (Master Euro B), L.P.

Apollo European Principal Finance Fund III (Dollar B), L.P.

Apollo European Principal Finance Fund III (Euro B), L.P.

Apollo Tower Credit Advisors, LLC

Apollo Tower Credit Fund, L.P.

ANRP II GenPar, Ltd.

Apollo Kings Alley Credit Capital Management, LLC

Apollo Kings Alley Credit Advisors, L.P.

Apollo Kings Alley Credit Fund, L.P.

Apollo Accord Advisors, LLC

Apollo Accord Fund, L.P.

Apollo Accord Master Fund, L.P.

Apollo Accord Offshore Fund, L.P.

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- Apollo Credit Opportunity Advisors III (APO FC) GP LLC
  - Apollo Credit Opportunity Advisors III (APO FC) LP
  - Apollo Credit Opportunity Fund (Offshore) III LP
- Apollo SB Advisors, LLC
- Apollo COF I Capital Management, LLC
  - Apollo Credit Opportunity Advisors I, L.P.
  - Apollo Credit Opportunity Fund I, L.P.
  - Apollo Credit Opportunity CM Executive Carry I, L.P.
- Apollo COF II Capital Management, LLC
  - Apollo Credit Opportunity Advisors II, L.P.
  - Apollo Credit Opportunity Fund II, L.P.
  - Apollo Credit Opportunity CM Executive Carry II, L.P.
- Apollo European Credit Advisors GP, LLC
  - Apollo European Credit Advisors, L.P.
  - Apollo European Credit Master Fund, L.P.
  - Apollo European Credit Fund, L.P.
  - Apollo European Credit Fund (Offshore), L.P.
- Apollo European Strategic Advisors GP, LLC
  - Apollo European Strategic Advisors, L.P.
  - Apollo European Strategic Investments, L.P.
  - Apollo European Strategic Investments (Subsidiary), Ltd.
  - Apollo European Strategic Investments (Holdings), L.P
- Apollo European Senior Debt Advisors, LLC
  - A-A European Senior Debt Fund, L.P.
- Apollo AION Capital Partners GP, LLC
  - Apollo AION Capital Partners, L.P.

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Apollo Structured Credit Recovery Advisors IV LLC  
    Apollo Structured Credit Recovery Fund IV LP  
    Apollo Structured Credit Recovery Master Fund IV LP  
    Apollo Offshore Structured Credit Recovery Fund IV Ltd.  
Apollo Delos Investments Advisors, S.a r.l.  
  
Apollo Accord Advisors GP II, LLC  
    Apollo Accord Advisors II, L.P.  
        Apollo Accord Master Fund II, L.P.  
        Apollo Accord Offshore Fund II, L.P.  
        Apollo Accord Fund II, L.P.

APO (FC II), LLC  
    Apollo Principal Holdings X GP, Ltd.  
        Apollo Principal Holdings X, L.P.  
            Apollo MidCap Holdings (Cayman) GP, Ltd.  
                Apollo Midcap Holdings (Cayman), L.P.

APO UK (FC), Limited  
    Apollo Principal Holdings XI, LLC  
        AAME UK CM, LLC\  
            Apollo Investment Management Europe LLP  
            Apollo Asset Management Europe LLP  
            Apollo Asset Management Europe PC LLP

APO (FC III), LLC  
    Apollo Principal Holdings XII GP, LLC  
        Apollo Principal Holdings XII, L.P.  
            Apollo ST Advisors, LLC

APO Corp Holdings (2P DC), Inc.  
APO Corp (Holdings Parent), L.P.

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- APO Corp.
  - Apollo Principal Holdings II GP, LLC
    - Apollo Principal Holdings II, L.P.
      - APH Holdings (DC), L.P.
        - Apollo Structured Credit Recovery Advisors III (APO DC) LLC
  - Apollo Lincoln Fixed Income Advisors (APO DC-GP), LLC
    - Apollo Lincoln Fixed Income Advisors (APO DC), L.P.
      - Apollo Lincoln Fixed Income Fund, L.P.
  - Apollo Lincoln Private Credit Advisors (APO DC-GP), LLC
    - Apollo Lincoln Private Credit Advisors (APO DC), L.P.
      - Apollo Lincoln Private Credit Fund, L.P.
  - AAA Associates (Co-Invest VII GP), Ltd.
    - AAA Associates (Co-Invest VII), L.P.
      - AAA Investments (Co-Invest VII), L.P.
  - Apollo Energy Opportunity Advisors (APO DC) GP LLC
    - Apollo Energy Opportunity Advisors (APO DC) LP
      - Apollo Energy Opportunity Fund AIV I LP
  - Apollo SPN Capital Management (APO DC-GP), LLC
    - Apollo SPN Advisors (APO DC), L.P.
  - Apollo Franklin Advisors (APO DC-GP), LLC
    - Apollo Franklin Advisors (APO DC), L.P.
      - Apollo Franklin Partnership, L.P.
  - Apollo Credit Short Opportunities Advisors, LLC



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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 – ORGANIZATIONAL CHART

Apollo Tower Credit Advisors (DC-GP), LLC  
Apollo Tower Credit Advisors (DC), L.P.

Apollo SVF Capital Management, LLC  
Apollo SVF Advisors, L.P.  
Apollo SVF Administration, LLC

Apollo Strategic Value Offshore Fund, Ltd.  
Apollo Strategic Value Fund, L.P.

Apollo Value Capital Management, LLC  
Apollo Value Advisors, L.P.  
Apollo Value Administration, LLC

Apollo Value Investment Offshore Fund, Ltd.  
Apollo Value Investment Fund, L.P.  
ACE Credit Advisors GP, LLC  
ACE Credit Advisors, LP  
ACE Credit Fund, LP

Apollo SOMA Capital Management, LLC  
Apollo SOMA Advisors, L.P.  
Apollo Special Opportunities Managed Account, L.P.

Apollo Credit Liquidity Capital Management, LLC  
Apollo Credit Liquidity Advisors, L.P.  
Apollo Credit Liquidity Fund, L.P.  
Apollo Credit Liquidity CM Executive Carry, L.P.

Apollo Credit Income Advisors LLC

Apollo Union Street SPV Advisors, LLC

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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 – ORGANIZATIONAL CHART

Apollo Kings Alley Credit Advisors (DC-GP), LLC  
Apollo Kings Alley Credit Advisors (DC), L.P.,

Apollo Credit Opportunity Advisors III GP LLC  
Apollo Credit Opportunity Advisors III LP  
Apollo Credit Opportunity Fund III LP

Apollo Centre Street Advisors (APO DC-GP), LLC  
Apollo Centre Street Advisors (APO DC), L.P.  
Apollo Centre Street Partnership, L.P.

Apollo ST CLO Holdings GP, LLC  
Apollo ST CLO Holdings, L.P.

ST Holdings GP, LLC  
Apollo ST Credit Strategies GP LLC  
Apollo Credit Strategies Fund LP  
Apollo ST Credit Partners GP LLC  
Apollo Credit Fund LP  
Apollo ST Structured Credit Recovery Partners II GP LLC  
Apollo Structured Credit Recovery Fund II LP

Apollo Incubator Advisors, LLC  
Apollo Capital Spectrum Fund, L.P.

Apollo Asia Capital Management, LLC  
Apollo Asia Advisors, L.P.  
Apollo Asia Administration, LLC  
Apollo Asia Opportunity Master Fund, L.P.  
Apollo Asia Opportunity Fund, L.P.

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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 – ORGANIZATIONAL CHART

Apollo Principal Holdings IV GP, Ltd.  
    Apollo Principal Holdings IV, L.P.  
        Apollo Palmetto Management, LLC  
            Apollo Palmetto Advisors, L.P.  
                Apollo Palmetto Strategic Partnership, L.P.  
                    Palmetto Athene Holdings (Cayman), L.P.  
                Apollo Palmetto Athene Partnerhip, L.P.  
                    Athene Holding Ltd.  
                Apollo Palmetto Athene Advisors, L.P.

Apollo Thunder Co-Investors (D), LLC  
AES Co-Investors II, LLC

APH Holdings (DC), L.P.  
    Apollo EPF Advisors, L.P.  
        Apollo European Principal Finance Fund (Feeder), L.P.  
        Apollo European Principal Finance Fund, L.P.

        Apollo EPF Administration, Limited  
            Apollo EPF Co-Investors (A), L.P.  
            Apollo EPF Co-Investors (B), L.P.

Apollo/Cavenham EMA Capital Management II, LLC  
    Apollo/Cavenham EMA Advisors II, L.P.  
        Apollo/Cavenham European Managed Account II, L.P.

Athene Momentum Investment Advisors GP, LLC  
    Athene Momentum Investment Advisors, L.P.  
        Athene Momentum Investor, L.P.

Apollo Multi-Credit Fund GP (Lux) S.a r.l.  
    Apollo Multi-Credit Fund (Lux) SCS SICAV-RAIF

Apollo Emerging Markets Debt Advisors GP LLC

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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
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Apollo Emerging Markets Debt Advisors LP  
Apollo Emerging Markets Debt Fund LP  
Apollo Emerging Markets Debt Master Fund LP

Apollo Advisors VIII (APO DC-GP), LLC  
Apollo Advisors VIII (APO DC), L.P.

Apollo ANRP Advisors II (APO DC-GP), LLC  
Apollo ANRP Advisors II (APO DC), L.P.

Apollo Total Return Advisors GP, LLC  
Apollo Total Return Advisors, L.P.  
Apollo Total Return (Onshore), L.P.  
Apollo Total Return Fund (Exempt) LP  
Apollo Total Return Master Fund LP

Apollo Total Return Enhanced Advisors GP LLC  
Apollo Total Return Enhanced Advisors LP  
Apollo Total Return Fund Enhanced (Onshore) LP  
Apollo Total Return Fund Enhanced (Exempt) LP  
Apollo Total Return Master Fund Enhanced LP

Apollo Tactical Value SPN Capital Management (APO DC-GP), LLC  
Apollo Tactical Value SPN Advisors (APO DC), L.P.  
Apollo Tactical Value SPN Investments, L.P.

Apollo Moultrie Capital Management, LLC  
Apollo Moultrie Credit Fund Advisors, L.P.  
Apollo Moultrie Credit Fund, L.P.

Apollo Total Return ERISA Advisors GP LLC  
Apollo Total Return ERISA Advisors, L.P.  
Apollo Total Return ERISA Fund LP

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PART 1 – ORGANIZATIONAL CHART

Apollo Europe Capital Management, Ltd.  
Apollo Europe Advisors, L.P.  
Apollo Investment Europe II, L.P.

Apollo SK Strategic Advisors, LLC  
Apollo SK Strategic Advisors, L.P.  
Apollo SK Strategic Investments, L.P.

Apollo Zeus Strategic Advisors, LLC  
Apollo Zeus Strategic Advisors, L.P.  
Apollo Zeus Strategic Investments, L.P.

AES Advisors II GP, LLC  
AES Advisors II, L.P.  
AESI II, L.P.

Apollo Thunder Advisors GP, Ltd.  
Apollo Thunder Advisors, L.P.  
Apollo Thunder Partners, L.P.  
Apollo Special Situations Advisors (APO DC-GP), LLC  
Apollo Special Situations Advisors (APO DC), L.P.  
Apollo Asia Real Estate Advisors (APO DC-GP), LLC  
Apollo Asia Real Estate Advisors (APO DC), L.P.  
Apollo AION Capital Partners (APO DC-GP), LLC  
Apollo AION Capital Partners (APO DC), L.P.  
Apollo EPF II Capital Management (APO DC-GP), LLC  
Apollo EPF Advisors II (APO DC), L.P.  
EPF II Team Carry Plan (APO DC), L.P.  
Lapithus EPF II Team Carry Plan (APO DC), L.P.  
Apollo EPF III Capital Management (APO DC-GP), LLC  
Apollo EPF Advisors III (APO DC), L.P.

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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 – ORGANIZATIONAL CHART

- Apollo Principal Holdings VI GP, LLC
  - Apollo Principal Holdings VI, L.P.
    - A/A Investor I, LLC
    - Apollo Credit Liquidity Investor, LLC
    - Apollo Credit Opportunity Co-Investors III (D) LLC
    - Apollo Structured Credit Recovery Co-Investors III (D) LLC
    - Apollo Advisors VII (APO DC-GP), LLC
    - Apollo ANRP Advisors (APO DC-GP), LLC
      - Apollo ANRP Advisors (APO DC), L.P.
    - Apollo Energy Opportunity Co-Investors (DC-D) LLC
    - ACC Advisors D, LLC
    - APH Holdings (DC), L.P.
      - Apollo Hybrid Value Advisors (APO DC-GP), LLC
        - Apollo Hybrid Value Advisors (APO DC), L.P.
      - Apollo Athene Strategic Partnership Advisors, LLC
      - Apollo Athene Strategic Partnership, L.P.
      - Apollo Infra Equity Advisors (APO DC-GP), LLC
        - Apollo Infra Equity Advisors (APO DC), L.P.
          - Apollo Infra Equity US Fund, L.P.
          - Apollo Infra Equity Feeder Fund (Non-US), L.P.
          - Apollo Infra Equity Feeder Fund (TE), L.P.
          - Apollo Infra Equity Feeder Fund (TEUP), L.P.
        - Apollo Infra Equity Advisors (APO DC UT), L.P.
      - Apollo ANRP Advisors III (P1 APO DC-GP), LLC
        - Apollo ANRP Advisors III (P1 APO DC), L.P.
        - Apollo Natural Resources Partners (P1) III, L.P.
- Apollo Credit Short Opportunities Co-Investors (D), LLC
- Apollo Emerging Markets Debt Co-Investors (D) GP LLC
  - Apollo Emerging Markets Debt Co-Investors (D) LP
- Apollo Credit Income Co-Investors (D) LLC

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PART 1 – ORGANIZATIONAL CHART

Apollo U.S. Real Estate Advisors GP II, LLC  
    Apollo U.S. Real Estate Advisors II, L.P.  
        Apollo U.S. Real Estate Fund II, L.P.

        Apollo U.S. Real Estate Partners II (TE) L.P.  
AGRE U.S. Senior Living Advisors, L.P.  
    Bishop Senior Living Coinvest L.P.  
    AGRE MHC Coinvest L.P.

Apollo USREF Co-Investors II (B), L.P.  
AGRE U.S. Real Estate Advisors GP, LLC  
    AGRE U.S. Real Estate Advisors, L.P.  
        AGRE U.S. Real Estate Fund, L.P.

AGRE GP Holdings, LLC  
    CPI 2005 Asia Pacific Carried Interest Program  
    CPI 2005 Global Carried Interest Program, L.P.  
    CPI Capital Partners Asia Pacific MLP II Ltd.  
    CPI Capital Partners Asia Pacific GP, Ltd.  
        CPI Asia G-Fdr General Partner GmbH  
        CPI Capital Partners Asia Pacific, L.P.  
        CPI Capital Partners Asia Pacific (Cayman), L.P.  
        CPI Capital Partners Asia Pacific (Delaware), L.P.  
        CPI CP Asia TE, L.P.  
    CPI 2005 European Carried Interest Program, L.P.  
    CPI European Carried Interest, L.P.  
        CPI CCP EU-T Scots LP  
    CPI European Fund GP LLC  
        CPI Capital Partners Europe, L.P.  
        CPI Capital Partners Europe (NFR), L.P.  
            CPI Capital Partners Europe (Delaware), L.P.  
    CPI Capital Partners Europe GP Ltd.  
        CPI Capital Partners Europe (Cayman), L.P.

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PART 1 – ORGANIZATIONAL CHART

CPI 2005 North America Carried Interest Program, L.P.  
CPI NA GP LLC

CPI NA WT Fund GP LP  
CPI NA Fund GP LP

CPI Co-Investment Fund, L.P.

Apollo Principal Holdings VIII GP, Ltd.  
Apollo Principal Holdings VIII, L.P.

Apollo Zeus Strategic Co-Investors (DC-D), LLC  
Apollo SK Strategic Co-Investors (DC-D), LLC  
Apollo Total Return Co-Investors (D) GP LLC  
Apollo Total Return Co-Investors (D) LP

APH Holdings (DC), L.P.

APH HFA Holdings GP, Ltd.  
APH HFA Holdings, L.P.

AGRE Asia Pacific Real Estate Advisors GP, Ltd.  
AGRE Asia Pacific Real Estate Advisors, L.P.

AMH Holdings GP, Ltd.<sup>1</sup>  
AMH Holdings (Cayman), L.P.  
Apollo Management Holdings GP, LLC

<sup>1</sup> Funds or CLOs listed below AMH Holdings GP, Ltd. are controlled pursuant to management contracts.



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Apollo Management Holdings, L.P.

- Apollo Management GP, LLC
  - Apollo Management, L.P.
    - AIF III Management, LLC
      - Apollo Management III, L.P.
    - Apollo Management IV, L.P.
    - AIF V Management, LLC
      - Apollo Management V, L.P.
    - AIF VI Management, LLC
      - Apollo Management VI, L.P.
      - Apollo Management (UK) VI, LLC
    - AIF VII Management, LLC
      - Apollo Management VII, L.P.
      - Apollo Management (AOP) VII, LLC
    - AIF VIII Management, LLC
      - Apollo Management VIII, L.P.
    - Apollo Special Situations Management GP, LLC
      - Apollo Special Situations Management, L.P.
    - AIF IX Management, LLC
      - Apollo Management IX, L.P.
      - Apollo Management (AOP) IX, LLC
    - Apollo HD Management GP, LLC
      - Apollo HD Management, L.P.
    - Apollo Hybrid Value Management GP, LLC
      - Apollo Hybrid Value Management, L.P
    - Apollo ANRP Management III, LLC
    - Apollo CERPI Management LLC
  - Apollo Infra Equity Management GP, LLC
    - Apollo Infra Equity Management L.P.

AAA Holdings GP Limited

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PART 1 – ORGANIZATIONAL CHART

AAA Holdings, L.P.

Apollo Global Securities, LLC  
Apollo Global Funding, LLC

AP TSL Funding, LLC

Apollo Capital Management GP, LLC  
    Apollo Capital Management, L.P.  
        Apollo Accord Management, LLC  
        Apollo Accord Management II, LLC  
        Apollo Atlas Management, LLC  
        Apollo Capital Efficient Management, LLC  
            Apollo Capital Efficient Funds ICAV  
        Apollo Total Return Enhanced Management LLC  
            Apollo Total Return Fund Enhanced (Offshore) Ltd.  
        Apollo Total Return Management LLC  
            Apollo Total Return Fund (Offshore) Ltd.  
        Apollo Life Asset Ltd.  
            AAM GP Ltd.  
                AAM Holdings, L.P.  
                Athene Asset Management, LLC

Apollo Longevity, LLC

Apollo Credit Opportunity Management, LLC  
Apollo Credit Opportunity Management III LLC  
Apollo Credit Income Management, LLC  
Apollo Energy Yield Management LLC  
    Apollo Offshore Energy Yield Fund Ltd.  
Apollo Energy Opportunity Management LLC  
    Apollo Offshore Energy Opportunity Fund Ltd.  
Apollo Emerging Markets Debt Management LLC  
    Apollo Emerging Markets Debt Fund Ltd

ANNUAL STATEMENT FOR THE YEAR 2018 OF THE UPPER PENINSULA HEALTH PLAN, LLC  
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PART 1 – ORGANIZATIONAL CHART

- Apollo Lincoln Fixed Income Management, LLC
- Financial Credit Investment I Manager, LLC
- Financial Credit Investment II Manager, LLC
- Apollo Palmetto Athene Management, LLC
- Apollo Credit Short Opportunities Management, LLC
- Apollo Incubator Management, LLC
- Apollo Emerging Markets, LLC
- Apollo Structured Credit Recovery Management III LLC
- Apollo Zeus Strategic Management, LLC
- Apollo Maritime Management, LLC
- Apollo Kings Alley Credit Fund Management, LLC
- Apollo Tower Credit Management, LLC
  - ATCF HoldCo S.à r.l.
- Apollo Thunder Management, LLC
- Apollo A-N Credit Management, LLC
- Apollo Emerging Markets Fixed Income Strategies Management, LLC
- Apollo Lincoln Private Credit Management, LLC
- Apollo Capital Credit Management, LLC
  - Apollo BSL Management, LLC
  - Apollo Credit Management, LLC
    - Apollo Senior Floating Rate Fund Inc.
    - Apollo Tactical Income Fund Inc.
  - Apollo Credit Management (Senior Loans), LLC
- Apollo Credit Management (Senior Loans) II, LLC
  - Apollo AF Loan Trust 2012
- Apollo Credit Management (CLO), LLC
  - ALME Loan Funding 2013-1 Limited
  - ALM V, Ltd.
  - ALM VI, Ltd.
  - ALM VII, Ltd.
  - ALM VII (R), Ltd.
  - ALM VII (R)-2, Ltd.
  - ALM VIII, Ltd.

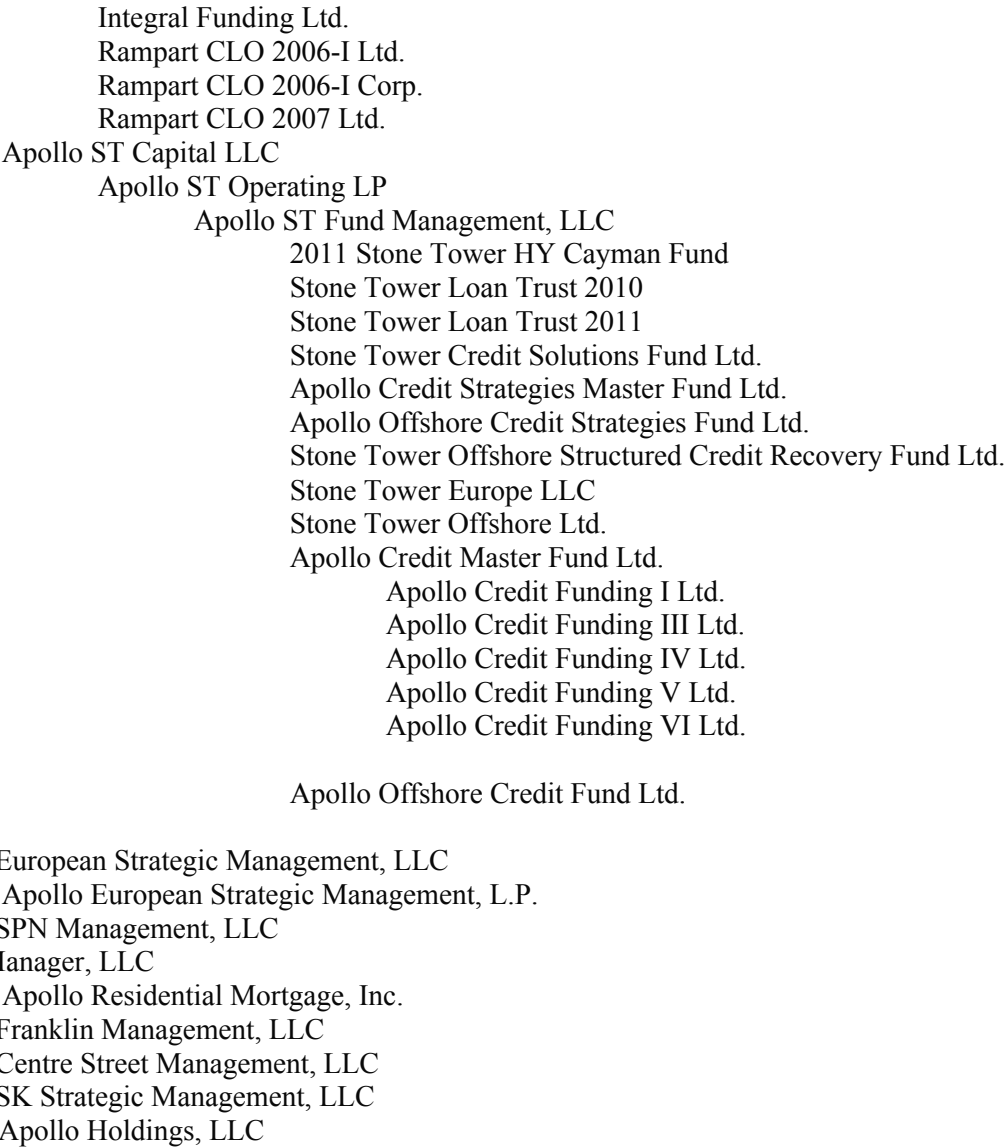
ANNUAL STATEMENT FOR THE YEAR 2018 OF THE UPPER PENINSULA HEALTH PLAN, LLC  
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
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ALM X, Ltd.  
ALM XI, Ltd.  
ALM XII, Ltd.  
ALM XIV, Ltd.  
ALM XVI, Ltd.  
ALM XVII, Ltd.  
ALM XVIII, Ltd.  
ALM XIX, Ltd.  
ALM XX, Ltd.

Apollo Credit Management (European Senior Debt), LLC  
Apollo European Senior Debt Management, LLC

ST Management Holdings, LLC  
Apollo ST Debt Advisors LLC  
Stone Tower CDO II Ltd.  
Stone Tower CDO III Ltd.  
Stone Tower CDO (Delaware) Corp.  
Stone Tower CLO IV Ltd.  
Stone Tower CLO V Ltd.  
Stone Tower CLO VI Ltd.  
Stone Tower CLO VII Ltd.  
Broderick CDO 2 Ltd  
Broderick CDO 2 Corp  
Broderick CDO 3 Ltd  
Broderick CDO 3 Corp  
Longshore CDO Funding 2007-3 Ltd.  
Longshore CDO Funding 2007-3 LLC  
Whitehawk CDO Funding, Ltd.  
Whitehawk CDO Funding LLC  
Witherspoon Funding, Ltd.  
Cornerstone CLO, Ltd.  
Cornerstone CLO Corp

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Gulf Stream Asset Management LLC

Gulf Stream – Compass CLO 2004-1, Ltd.

Gulf Stream – Compass CLO 2007, Ltd.

Gulf Stream – Compass CLO 2007, Inc.

Gulf Stream – Rashinban CLO 2006-I, Ltd.

Gulf Stream – Rashinban CLO 2006-I, LLC

Gulf Stream – Sextant CLO 2007-1, Ltd.

Gulf Stream – Sextant CLO 2007-1, Inc.

Neptune Finance CSS, Ltd.

Neptune Finance CSS, Inc.

Apollo European Credit Management, LLC

Apollo European Credit Management, L.P.

ACC Management, LLC

Apollo Investment Management, L.P.

AIM Pool Investors, L.P.

Apollo Investment Administration, LLC

Apollo Investment Corporation

Apollo SVF Management GP, LLC

Apollo SVF Management, L.P.

Apollo Value Management GP, LLC

Apollo Value Management, L.P.

Apollo Asia Management GP, LLC

Apollo Asia Management, L.P.

Apollo Management Singapore Pte. Ltd.

AEM GP, LLC

Apollo Europe Management, L.P.

Apollo EPF Management GP, LLC

Apollo EPF Management, L.P.

Apollo EPF Management II GP, LLC

Apollo EPF Management II, L.P.

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PART 1 – ORGANIZATIONAL CHART

- Apollo EPF Management III, LLC
    - Apollo Credit Liquidity Management GP, LLC
      - Apollo Credit Liquidity Management, L.P.
    - Apollo APC Management GP, LLC
      - Apollo APC Management, L.P.
    - Apollo European Credit Management, LLC
      - Apollo European Credit Management, L.P.
  - Apollo India Credit Opportunity Management, LLC
    - AION Capital Management Limited
      - AION Capital Partners Limited
      - AION Feeder I Ltd.
      - AION Feeder II Ltd.
      - AION Feeder III Ltd.
      - AION Feeder IV Ltd.
      - AION Carried Interest Trust
      - AION Co-Investors (A) Ltd
      - AION Co-Investors (C) Ltd
  - Apollo/Cavenham EMA Management II, LLC
  - Apollo TRF MP Management, LLC
  - Apollo TRF CM Management, LLC
  - Apollo KP Management, LLC
  - Apollo Structured Credit Recovery Management IV LLC
  - Apollo Delos Investments Management, LLC
  - Apollo Oasis Management, LLC
  - ACE Credit Management, LLC
  - Apollo KVG Management, LLC
  - Financial Credit Investment IV Manager, LLC
  - Apollo Tail Convexity Management, LLC
  - Apollo European Middle Market Private Debt Management, LLC
- Apollo Commodities Management GP, LLC
- Apollo Commodities Management, L.P.

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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
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Apollo Royalties Management, LLC

Apollo International Management GP, LLC

Apollo International Management, L.P.

Apollo Alternative Assets GP Limited

Apollo Alternative Assets, L.P.

AMI (Holdings), LLC

AMI (Luxembourg) SARL

Apollo Management Asia Pacific Ltd.

August Global Management, LLC

Apollo Investment Consulting Europe Ltd.

Apollo Management International LLP

ALME Loan Funding II Limited

ALME Loan Funding III Limited

ALME Loan Funding IV B.V.

Apollo Management Advisors GmbH

Apollo Advisors (Mauritius) Ltd.

AGM India Advisors Private Limited

Apollo Investment Consulting, LLC

Apollo Management Hong Kong Limited

Apollo Management Japan Limited

Apollo International Management (Canada) ULC

Apollo Credit Management International Limited

AIM (P2) Anguilla, LLC

Apollo India Services LLP

Apollo International Management (India), LLC

Apollo Global Real Estate Management GP, LLC

Apollo Global Real Estate Management, L.P.

Apollo Asia Real Estate Management LLC

AGRE Hong Kong Management, LLC

Venator Investment Management Consulting (Shanghai) Limited

Venator Real Estate Capital Partners (Hong Kong) Limited

ACREFI Management, LLC



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Apollo Commercial Real Estate Finance, Inc.  
 AGRE Asia Pacific Management, LLC  
   AGRE Asia Pacific Legacy Management, LLC  
 AGRE NA Management, LLC  
   AGRE NA Legacy Management, LLC  
 AGRE Europe Management, LLC  
   AGRE Europe Legacy Management, LLC  
   London Prime Apartments Guernsey Holdings Limited  
 AGRE-E Legacy Management, LLC  
 AGRE-E2 Legacy Management, LLC  
 AGRE CMBS Management LLC  
 AGRE CMBS Management II LLC  
 2012 CMBS-I Management LLC  
 2012 CMBS-II Management LLC  
 2012 CMBS-III Management LLC  
 AGRE-CRE Debt Manager, LLC  
   AGRE Debt Fund I GP, Ltd.  
     AGRE Debt Fund I, L.P.  
 Apollo Net Lease Co., LLC  
   NNN Investor 1, L.P.  
 AGRE U.S. Senior Living Management, LLC  
 Apollo NA Management III, LLC  
 Apollo IPF Real Estate Management, LLC

Non-AGM Consolidated Affiliated Funds and Management Entities

Apollo Capital Management I, Inc.  
 Apollo Advisors, L.P.  
 Apollo Fund Administration Ltd.  
   Apollo Investment Fund, L.P.  
   AIF II, L.P.

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Apollo Capital Management II, Inc.  
Apollo Advisors II, L.P.  
Apollo Capital Partners (UK), L.L.C.

Apollo Co-Investors Manager, LLC  
AGRE Europe Co-Investors (A), L.P.  
AGRE Europe Co-Investors (A), L.P., with respect to Series CAI thereof  
AGRE Europe Co-Investors (A), L.P., with respect to Series GSS thereof  
AGRE Europe Co-Investors (A), L.P., with respect to Series Prime thereof  
Apollo Accord Co-Investors (A), L.P.  
Apollo Accord Co-Investors (D), L.P.  
Apollo AGRE SFR Co-Investors (A), L.P.  
Apollo AGRE USREF Co-Investors (A), L.P.  
Apollo AIE II Co-Investors (A), L.P.  
Apollo A-N Credit Co-Investors (FC-D), L.P.  
Apollo ANRP Co-Investors (A), L.P.  
Apollo ANRP Co-Investors (B), L.P.  
Apollo ANRP Co-Investors (D), L.P.  
Apollo ANRP Co-Investors (IH-A), L.P.  
Apollo ANRP Co-Investors II (A), L.P.  
Apollo ANRP Co-Investors II (D), L.P.  
Apollo ANRP Co-Investors II (DC-D), L.P.  
Apollo APC Co-Investors (A), L.P.  
Apollo Asia Co-Investors, LLC  
Apollo Co-Investors IX (A), L.P.  
Apollo Co-Investors IX (D), L.P.  
Apollo Co-Investors VI (A), LLC  
Apollo Co-Investors VI (B), LLC  
Apollo Co-Investors VI (C), LLC  
Apollo Co-Investors VI (D), L.P.  
Apollo Co-Investors VII (A), L.P.  
Apollo Co-Investors VII (B), LLC  
Apollo Co-Investors VII (C), LLC

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Apollo Co-Investors VII (D), L.P.  
Apollo Co-Investors VII (EH-A), L.P.  
Apollo Co-Investors VIII (A), L.P.  
Apollo Co-Investors VIII (DC-D), L.P.  
Apollo Co-Investors VIII (EH-A), L.P.  
Apollo Co-Investors VIII (FC-D), L.P.  
Apollo Credit Fund Co-Investors, LP  
Apollo Credit Opportunity Co-Investors III (A), LP  
Apollo Credit Opportunity Co-Investors III (B), LP  
Apollo Credit Strategies Co-Investors, LP  
Apollo Energy Opportunity Co-Investors (A) LP  
Apollo EPF Co-Investors II (A), L.P.  
Apollo EPF Co-Investors II (D), L.P.  
Apollo EPF Co-Investors II (Euro), L.P.  
Apollo EPF Co-Investors III (A), L.P.  
Apollo EPF Co-Investors III (D), L.P.  
Apollo Franklin Co-Investors (DC-D), L.P.  
Apollo Lincoln Private Credit Co-Investors (DC-D), L.P.  
Apollo SOMA Co-Investors, LLC  
Apollo Special Situations Co-Investors (A), L.P.  
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Apollo Asia Real Estate Co-Investors (A), L.P.  
Apollo Structured Credit Recovery Co-Investors IV (A) LP  
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Apollo Union Street Co-Investors (D), L.P.  
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SL Aviation Co-Investors (Cayman) GP, Ltd.  
Apollo ANRP Co-Investors II (IH-D), L.P.  
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